

04-12-2004



ET ONLY

TO THE DIRECTOR OF THE US PATENT AND TRADEMARK OFFICE: PLEASE RECORD THE ATTACHMENT.

102718965

HEREOF.

1. NAME OF CONVEYING PARTY(IES) (ASSIGNOR(S)):

- 1. Individual Network, Inc. a Texas Corporation
- 3.
- 5.
- 7.

- 2.
- 4.
- 6.
- 8.

ADDITIONAL NAME(S) OF CONVEYING PARTY(IES) ATTACHED? YES NO



2. PARTY(IES) (ASSIGNEE(S)) RECEIVING INTEREST:

NAME: Individual Network (Texas) LLC

ADDRESS: Dallas, Texas

ADDITIONAL NAME(S) & ADDRESS(ES) ATTACHED? YES NO

3. NATURE OF CONVEYANCE (DOCUMENT):

(Submit herewith only one document for recordation—multiple copies of same Assignment signed by different inventors is one document)

- ASSIGNMENT OF WHOLE PART INTEREST
- ORIGINAL FACSIMILE/PHOTOCOPY
- CHANGE OF NAME VERIFIED TRANSLATION
- SECURITY MERGER OTHER: Conversion of Individual Network Inc. to Individual Network (Texas) LLC

EXEC. DATE: Sept. 25, 2001

EXECUTION DATE(S) ON THE DECLARATION IF FILED HEREWITH: (**NOTE:** IF DATES ON DECLARATION AND ASSIGNMENT DIFFER SEE ATTY!)

4.5 APPL. NO.(S) OR PAT NO.(S). OTHERS ON ADDITIONAL SHEET(S) attached? YES NO

A. PAT. APP. NO.(S) series code/serial no	M#	1* INVENTOR If not in item 1	B. PATENT NO(S)	M#	1* INVENTOR If not in item 1
10/206,393	290961	KHOO			

5. Name & Address of Party to Whom Correspondence Concerning Document Should be Mailed:

Pillsbury Winthrop LLP
Intellectual Property Group
P.O. Box 10500 McLean, VA 22102

6. NUMBER INVOLVED:
APPLNS 1 + PATS 0 = TOTAL = 1

7. AMOUNT OF FEE DUE: (Code 8021)
ABOVE TOTAL x \$40 = \$40

5.5 ATTY DKT:

P 290961	IND101.6
MATTER NO.	CLIENT REF.

8. PLEASE CHARGE TO OUR DEPOSIT ACCOUNT
NUMBER: 03-3975

UNDER ORDER NO	273201	290961
dup. sheet not required	CLIENT NO.	MATTER NO.

9. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Dale S. Lazar
Signature

10. Total number of pages including this cover sheet, attachments and document (do not file dup. Cover sheet) 11

Attorney: Dale S. Lazar

Reg. No. 28872

Atty/Sec: DSL/ml

TEL: (703) 905-2126

Date: April 6, 2004

FAX: (703) 905-2500

FILE WITH PTO RETURN RECEIPT (PAT-103A)

04/09/2004 DBYRNE 00000076 033975 10206393

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**ARTICLES OF CONVERSION
OF INDIVIDUAL NETWORK, INC.**

Pursuant to Article 5.18 of the Texas Business Corporation Act (the "Act"), these Articles of Conversion ("Articles") are entered into effective as of September ____, 2001, by INDIVIDUAL NETWORK, INC., a Texas corporation (the "Corporation").

RECITALS

A. Pursuant to Article 5.03 of the Act, the Corporation has approved a Plan of Conversion, dated September ____, 2001 (the "Plan"), to effect the conversion of the Corporation into a Texas limited liability company, to be known as Individual Network (Texas), L.L.C. (the "Company") and,

B. In accordance with the requirements of Article 10.09 of the Texas Limited Liability Company Act, the Corporation is entering into these Articles.

ARTICLES

1. Attached hereto as Exhibit A is a copy of the Plan approved by the Corporation in accordance with the Act.

2. The Corporation has 15,497 shares of common stock, no par value per share, outstanding, all 15,497 of which were voted for the Plan and none of which were voted against the Plan.

3. The approval of the Plan was duly authorized by all action required by the laws of the State of Texas and the constituent documents of the Corporation.

Executed as of the date first written above.

INDIVIDUAL NETWORK, INC.,
a Texas corporation

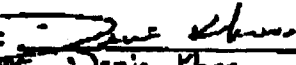
By: 
Name: Dennis Khoo
Title: President

EXHIBIT A

[Plan of Convention]

000001.DOC

A-1

PLAN OF CONVERSION

This Plan of Conversion (this "Plan") is entered into effective as of September __, 2001, (the "Effective Date") by INDIVIDUAL NETWORK, INC., a Texas corporation (the "Corporation").

RECITALS:

A. The undersigned wishes to effect the conversion of the Corporation into a Texas limited liability company to be known as INDIVIDUAL NETWORK (TEXAS), LLC (the "Company").

B. Accordingly, in accordance with Article 5.17 of the Texas Business Corporation Act and Article 10.09 of the Texas Limited Liability Company Act, the undersigned enters into this Plan of Conversion.

PLAN PROVISIONS:

1. The name of the converting entity is Individual Network, Inc, a Texas corporation. The name of the converted entity is Individual Network (Texas), LLC, a Texas limited liability company.

2. The Corporation is continuing its existence in the organizational form of a Texas limited liability company having the name Individual Network (Texas), LLC.

3. The entity into which the Corporation shall be converted is a Texas limited liability company to be known as Individual Network (Texas), LLC.

4. The outstanding shares of the Corporation shall be converted into membership interests in the Company as follows:

(a) Hemisphere II Investment Limited Partnership shall be admitted as a member in the Company and it shall have a 27.9% membership interest therein; and

(b) Raymond Franklin Ruschff III shall be admitted as a member in the Company and he shall have a 3% membership interest therein.

(c) Dennis Khoo shall be admitted as a member in the Company and he shall have a 33% membership interest therein.


(d) John Russell shall be admitted as a member in the Company and he shall have a 6.1% membership interest therein.

5. Attached hereto as Exhibit A is a copy of the Articles of Organization of the Company.

12318_1.DOC

Executed as of the date first written above.

INDIVIDUAL NETWORK, INC.,
a Texas corporation

By: 
Name: Denis Khan
Title: President

52511_1.DOC

EXHIBIT A

[Articles of Organization of Company]

02318_1000

A-1

**ARTICLES OF ORGANIZATION
OF
INDIVIDUAL NETWORK (TEXAS), LLC**

The undersigned, acting as the sole organizer of a limited liability company under the Texas Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for Individual Network (Texas), LLC (the "Company"):

ARTICLE ONE

The name of the Company is Individual Network (Texas), LLC

ARTICLE TWO

The period of duration of the Company is perpetual.

ARTICLE THREE

The purpose for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the Act.

ARTICLE FOUR

The address of the Company's initial registered office is 350 North St. Paul Street, Dallas, Texas 75201, and the name of the Company's initial registered agent at such address is CT Corporation Systems.

ARTICLE FIVE

The Company will not have managers. The names and addresses of the initial members are as follows:

Hemisphere II Investment Limited Partnership
340 Royal Poinciana Plaza, Suite 325A
Palm Beach, Florida 33480

Denis Khoo
9729 Camino Real
Arcadia, California 91007

Raymond Franklin Ratcliff III
2717 Royal Troon Drive
Plano, Texas 75025

John Russell
13537 FM 887
Gillett, Texas 78116

ARTICLE SIX

The name and address of the organizer is Frank A. Benevento, II, 340 Royal Poinciana Plaza, Suite 325A, Palm Beach, Florida 33480.

ARTICLE SEVEN

The Company was organized pursuant to a Plan of Conversion dated September 25, 2001. The Company was originally incorporated as a Texas corporation by the name of Individual Network, Inc., on March 30, 1998, with a registered office address of 1306 Sandy Creek, Allen, TX 75002.

ARTICLE EIGHT

The Company shall indemnify, save and hold the undersigned organizer of the Company harmless from and against any and all loss, cost, damage, expense (including, without limitation, attorneys' fees and expenses) and liability caused by, resulting from, or arising out of any action taken or authorized by the organizer of the Company in respect of the organization of the Company in what he deemed to be in or not opposed to the best interests of the Company.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned on September 25, 2001.

SOLE ORGANIZER:



FRANK A. BENEVENTO, II



The State of Texas

SECRETARY OF STATE

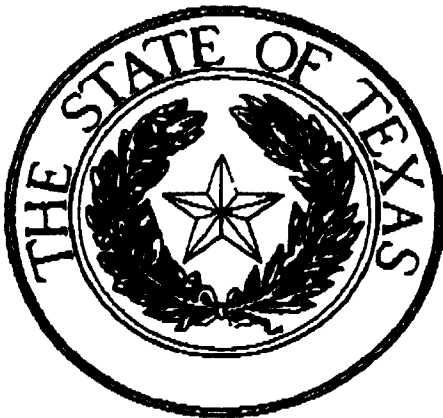
CERTIFICATE OF ORGANIZATION OF Individual Network (Texas), LLC FILE NUMBER: 800014909

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Organization for the above named company have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Organization.

Issuance of this Certificate of Organization does not authorize the use of a company name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: September 25, 2001
Effective: September 25, 2001



Henry Cuellar
Secretary of State

las

**ARTICLES OF ORGANIZATION
OF
INDIVIDUAL NETWORK (TEXAS), LLC**

The undersigned, acting as the sole organizer of a limited liability company under the Texas Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for Individual Network (Texas), LLC (the "Company"):

ARTICLE ONE

The name of the Company is Individual Network (Texas), LLC.

ARTICLE TWO

The period of duration of the Company is perpetual.

ARTICLE THREE

The purpose for which the Company is organized is the transaction of any or all lawful business for which limited liability companies may be organized under the Act.

ARTICLE FOUR

The address of the Company's initial registered office is 340 North St. Paul Street, Dallas, Texas 75201, and the name of the Company's initial registered agent at such address is CT Corporation Systems.

ARTICLE FIVE

The Company will not have managers. The names and addresses of the initial members are as follows:

Hemisphere II Investments Limited Partnership
340 Royal Palm/Jamaica Plaza, Suite 325A
Palm Beach, Florida 33480

Doris Khoo
9729 Camino Real
Arcadia, California 91007

Raymond Franklin Raschiff III
2717 Royal Troon Drive
Plano, Texas 75025

John Knapp
13837 FM 887
Gillespie, Texas 78116

ARTICLE SIX

The name and address of the organizer is Frank A. Benson, II, 340 Royal Palm/Jamaica Plaza, Suite 325A, Palm Beach, Florida 33480.

ARTICLE SEVEN

The Company was organized pursuant to a Plan of Conversion dated September 25, 2001. The Company was originally incorporated as a Texas corporation by the name of Individual Network, Inc., on March 30, 1998, with a registered office address of 1306 Sandy Creek, Allen, TX 75002.

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ARTICLE EIGHT

The Company shall indemnify, save and hold the undersigned organizer of the Company harmless from and against any and all loss, cost, damage, expense (including, without limitation, attorney's fees and expenses) and liability caused by, resulting from, or arising out of any action taken or authorized by the organizer of the Company in respect of the organization of the Company in what he deemed to be in or not opposed to the best interests of the Company.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the undersigned on September 25, 2001.

SOLE ORGANIZER:


FRANCA BERGEVETTO, II

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