

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Plan of Conversion
CONVEYING PARTY DATA	
Name	Execution Date
DAGOSI, LLC	10/17/2007
RECEIVING PARTY DATA	
Name:	Freedom Shopping, Inc.
Street Address:	920 Tate Blvd SE
Internal Address:	Suites 103/104
City:	Hickory
State/Country:	NORTH CAROLINA
Postal Code:	28602
PROPERTY NUMBERS Total: 3	
Property Type	Number
Application Number:	11910436
Application Number:	11869550
Application Number:	12013255
CORRESPONDENCE DATA	
Fax Number:	(714)427-7799
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	714-427-7405
Email:	lholstein@swlaw.com
Correspondent Name:	Ketan S. Vakil
Address Line 1:	600 Anton Boulevard
Address Line 2:	Suite 1400
Address Line 4:	Costa Mesa, CALIFORNIA 92626
ATTORNEY DOCKET NUMBER:	52667-0100, 0200, 0500
NAME OF SUBMITTER:	Ketan S. Vakil

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REEL: 020846 FRAME: 0947

Total Attachments: 2

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**DAGOSI, LLC
PLAN OF CONVERSION**

DaGoSi, LLC, a North Carolina limited liability company (hereinafter referred to as the "Company" or the "Converting Entity"), hereby adopts the following Plan of Conversion, effective as of the 17th day of October, 2007 (hereinafter referred to as the "Plan") pursuant to which the Company shall be converted (hereinafter referred to as the "Conversion") into Freedom Shopping, Inc., a North Carolina corporation (hereinafter referred to as the "Corporation" or the "Converted Entity").

**ARTICLE I.
THE CONVERSION**

Section 1. The Conversion.

- a. At the Effective Time (as defined in this Section 1) of the Conversion, the Company, a North Carolina limited liability company, shall be converted into the Corporation, a North Carolina corporation, in accordance with the provisions of the North Carolina Business Corporation Act (hereinafter referred to as the "NCBCA") and the North Carolina Limited Liability Company Act (hereinafter referred to as the "NCLLCA"). The Company is continuing its existence in the organizational form of the Corporation, and the Corporation shall possess all the rights, powers, privileges and franchises and be subject to all of the obligations, liabilities, restrictions and duties of the Company, all as provided under the NCBCA and the NCLLCA.
- b. The name of the Converted Entity shall be "Freedom Shopping, Inc."
- c. Promptly after the execution hereof, the Company will file Articles of Incorporation Including Articles of Conversion with the Secretary of State of the State of North Carolina. The Conversion shall be effective as of the date and time at which the Secretary of the State of North Carolina files the Articles of Incorporation Including Articles of Conversion (hereinafter referred to as the "Effective Time").

Section 2. Effect on Membership Units. At the Effective Time, the outstanding membership units of the Company will be converted into unrestricted, common stock in the Converted Entity by reason of the Conversion, and, accordingly, any membership certificate or certificates representing the outstanding membership units of the Company shall be cancelled by a Manager of the Company.

**ARTICLE II.
THE CONVERTED ENTITY**

Section 1. Bylaws of Converted Entity. The Bylaws of the Converted Entity (hereinafter

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referred to as the "Bylaws") are attached hereto as Exhibit "A".

- Section 2. Shareholders of Converted Entity.** From and after the Effective Time, the Members of the Converting Entity shall continue as the Shareholders of the Converted Entity, subject to the provisions of the Bylaws of the Converted Entity.
- Section 3. Directors.** The persons who are the Managers of the Converting Entity shall be the Directors of the Converted Entity, each of such director/manager to serve until his or her resignation or removal or until his or her successor has been duly elected and qualified in accordance with the laws of the State of North Carolina and the Bylaws of the Converted Entity.

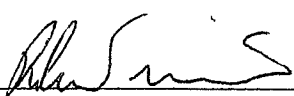
ARTICLE III. MISCELLANEOUS

- Section 1. Governing Law.** This Plan shall be governed by and construed in accordance with the laws of the State of North Carolina.
- Section 2. Termination.** Anything herein or elsewhere to the contrary notwithstanding, this Plan may be terminated and abandoned by the Managers of the Company at any time before the Effective Time. In the event of termination and abandonment under this Section, this Plan shall forthwith become void and there shall be no liability on the part of the Managers of the Company or its respective Managers or Members.
- Section 3. Entire Plan, Assignability, Etc.** This Plan:
- a. Constitutes the entire plan, and supersedes all other prior plans and understandings, both written and oral, with respect to the subject matter hereof; and
 - b. Is not intended to confer upon any person other than the Company and its Members and Managers any rights or remedies hereunder.

IN WITNESS WHEREOF, the Company has caused this Plan to be duly executed by its authorized Manager as of the day and year first above written.

FREEDOM SHOPPING, LLC

By: _____


Robert U. Simmons, Manager

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