

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion to Corporation for Qualtre, LLC to Qualtre, Inc. Assignment to Qualtre, LCC originally recorded at Reel 017886, Frame 0657
CONVEYING PARTY DATA	
Name	Execution Date
Qualtre, LLC	01/30/2008
RECEIVING PARTY DATA	
Name:	Qualtre, Inc.
Street Address:	75 Fifth Street NW
Internal Address:	Suite 219
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30308
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	11431168
CORRESPONDENCE DATA	
Fax Number: (617)646-8646 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> Phone: 617-646-8000 Email: pmarchetti@wolfgreenfield.com Correspondent Name: Wolf, Greenfield & Sacks, P.C. Address Line 1: 600 Atlantic Avenue Address Line 4: Boston, MASSACHUSETTS 02210	
ATTORNEY DOCKET NUMBER:	Q0053.70010US00
NAME OF SUBMITTER:	Robert A. Jensen
Total Attachments: 4 source=Q0053.70010US00 - Certificate of Conversion to Corporation#page1.tif source=Q0053.70010US00 - Certificate of Conversion to Corporation#page2.tif	

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PATENT
REEL: 022066 FRAME: 0979

**CERTIFICATE OF CONVERSION
TO CORPORATION**

QUALTRÉ, LLC

Pursuant to Section 265 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned limited liability company (the "LLC") hereby certifies as follows:

1. The LLC was first formed on July 6, 2005.
2. The name of the LLC immediately prior to filing this Certificate of Conversion to Corporation is Qualtré, LLC.
3. As set forth in the certificate of incorporation filed in accordance with Section 265(b) of the DGCL, the name of the corporation into which the LLC is converted is Qualtré, Inc.
4. The conversion effectuated hereby shall be effective at 5:00 p.m. Eastern Daylight Time on the date of the filing of this Certificate of Conversion to corporation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Corporation as of January 29, 2008.

QUALTRÉ, LLC, a Delaware limited liability
company

By: Farrokh Ayazi
Farrokh Ayazi, Member and Manager

**CERTIFICATE OF INCORPORATION
OF QUALTRÉ, INC.**

The undersigned, being a natural person of the age of at least 18 years and acting as the incorporator to organize a corporation under the provisions of the Delaware General Corporation Law ("DGCL"), does hereby adopt and sign the following Certificate of Incorporation:

I.

NAME

The name of this corporation is Qualtré, Inc. (the "Corporation")

II.

REGISTERED AGENT AND INCORPORATOR

The address of the Corporation's registered office in the State of Delaware is located at 2711 Centerville Road, Suite 400, County of New Castle, City of Wilmington, Delaware 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

III.

INCORPORATOR

The incorporator is Sarah Roadcap, whose mailing address is 1201 West Peachtree Street, Suite 2800, One Atlantic Center, Atlanta, GA 30309-3450.

IV.

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

V.

CAPITALIZATION

The total number of shares of stock which the Corporation shall have authority to issue is Two Million (2,500,000) shares, all of which shall be designated as "Common Stock," \$0.001 par value per share.

VI.

LIMITATION OF DIRECTOR LIABILITY

No director of the Corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of the law; (iii) for the types of liability set forth in under Section 174 of the DGCL; or (iv) for any transaction from which the director received an improper personal benefit. If the DGCL is amended after the effective date of this Article to authorize corporate action further limiting the personal liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the DGCL, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

VII.

INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by Section 145 of the DGCL, indemnify any and all persons whom it shall have the power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their official capacities and as to action in other capacities while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

VIII.

INITIAL DIRECTORS

The names and addresses of the initial directors are as follows:

Farrokh Ayazi
75 5th Street NW
Suite 219
Atlanta, Georgia 30308

Mehran Mehregany
7815 Sendero Angelica
San Diego, CA 92127

Michael Slawson
75 5th Street NW
Suite 219
Atlanta, Georgia 30308

IX.

AMENDMENT

The Board of Directors may adopt, alter and amend bylaws of the Corporation.

X.

EFFECTIVE DATE

The effective date of the filing of this Certificate of Incorporation shall be at 5:00 p.m. Eastern Daylight Time on the date of the filing of this Certificate of Incorporation to Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Certificate of Incorporation on this 20th day of January, 2008.


Sarah Roadcap, Incorporator