

# PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
<b>CONVEYING PARTY DATA</b>	
Name	Execution Date
Collectar, LLC	12/27/2007
<b>RECEIVING PARTY DATA</b>	
Name:	Collectar, Inc.
Street Address:	3301 Agriculture Drive
City:	Madison
State/Country:	WISCONSIN
Postal Code:	53716
<b>PROPERTY NUMBERS Total: 1</b>	
Property Type	Number
Application Number:	11382645
<b>CORRESPONDENCE DATA</b>	
Fax Number:	(312)876-2020
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(312) 876-1800
Email:	docketing@woodphillips.com
Correspondent Name:	Wood Phillips Katz Clark & Mortimer
Address Line 1:	500 West Madison Street
Address Line 2:	Suite 3800
Address Line 4:	Chicago, ILLINOIS 60661
ATTORNEY DOCKET NUMBER:	CEL10417P00041US
NAME OF SUBMITTER:	Mark Polyakov
Total Attachments: 7 source=Certificate#page1.tif source=Certificate#page2.tif source=Certificate#page3.tif source=Certificate#page4.tif	

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**PATENT**  
**REEL: 023384 FRAME: 0810**

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Sec. 179.76(3) & (5),  
180.1161(3) & (5),  
181.1161(3) & (5) and  
183.1207(3) & (5),  
Wis. Stats.

State of Wisconsin  
DEPARTMENT OF FINANCIAL INSTITUTIONS  
Division of Corporate & Consumer Services

RECEIVED - DEPT OF  
FINANCIAL INSTITUTIONS  
STATE OF WISCONSIN

07 DEC 27 PM 1:5



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name: Cellestar, LLC
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of  <u>Wisconsin</u> (state or country *)
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2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

☐ Yes ☒ No

If yes, the entity is required to file a report with the Wisconsin Department of Revenue under section 73.14 of the Wisconsin Statutes. (See instructions.)

\* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

3. After conversion:

Company Name: Cellestar, Inc.
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.) <input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.) <input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.) <input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	Organized under the laws of  <u>Wisconsin</u> (state or country)
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**FILING FEE - \$150.00** Use of this form is mandatory.

DFI/CORP/1000(R06/06)

4. A Plan of Conversion containing all the following parts is **attached** as Exhibit A. (**NOTE:** A template for Plan of Conversion is included in this form. Use of the template is **optional**.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (**NOTE:** Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is **optional**.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

Registered Agent (Agent for Service of Process): Jamey P. Weichert	Registered Office:  545 Science Drive Madison, WI 53711
Additional Entry for a <b>Limited Partnership</b> only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process): Neal J. Sandy	Registered Office in WI (Street & Number, City, State (WI) and ZIP code):  3301 Agriculture Drive Madison, WI 53716
Additional Entry for a <b>Limited Partnership</b> only →	Record Office:

8. Executed on 12/27/2007 (date) by the business entity **PRIOR TO ITS CONVERSION**.

  
(Signature)

Mark (X) below the title of the person executing the document.

William R. Clarke

(Printed Name)

For a **limited partnership**

Title: ☐ General Partner

**For a corporation**

Title: ☐ President OR ☐ Secretary  
or other officer title

For a **limited liability company**

Title: ☐ Member OR ☒ Manager

**INSTRUCTIONS** (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "**Department of Financial Institutions**". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.

<b>Mailing Address:</b> Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846	<b>Physical Address for Express Mail:</b> Department of Financial Institutions Division of Corporate & Consumer Services 345 W. Washington Ave - 3 <sup>rd</sup> Fl. Madison WI 53703	Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-266-8818
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**NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity **prior to conversion**. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity **after conversion**.

Fee simple ownership interest ☐ Yes ☐ No (for DFI use only)  
CERTIFICATE OF CONVERSION

┌┐  
Charles E. Neider  
Neider & Boucher, S.C.  
440 Science Drive, Suite 300  
Madison, WI 53711

└┘  
▲ Enter your return address within the bracket above.

Phone number during the day: (608 ) 661 - 4525

**INSTRUCTIONS** (Cont'd)

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is **optional**.

5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

6. Provide the name of the business entity's registered agent and the address of its registered office **prior** to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

7. Provide the name of the business entity's registered agent and the address of its registered office **after** conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

## **EXHIBIT A**

### **PLAN OF CONVERSION**

Collectar, LLC (the "Company")

1. Before the conversion, the Company is a limited liability company organized under the laws of the state of Wisconsin (Ch. 183, Wis. Stats.) and its name before the conversion is Collectar, LLC.

2. After the conversion, the Company will be a business corporation organized under the laws of the state of Wisconsin (Ch. 180, Wis. Stats.) and its name after the conversion will be Collectar, Inc.

3. The terms and conditions of the conversion are as follows:

(a) The Articles of Incorporation of the corporation immediately after the conversion will be in the form attached hereto as Exhibit B.

(b) Each holder of equity Units of the limited liability company immediately prior to the conversion will become a shareholder of the corporation immediately after the conversion.

(c) The initial Bylaws of the corporation immediately after the conversion will be in the form adopted by the limited liability company's Members concurrently with their approval of this Plan of Conversion. Adoption of the Bylaws will be by vote, or written consent in lieu thereof, of Members of the limited liability company who hold, collectively among them, a majority of the limited liability company's voting Units.

(d) The initial Directors and Officers, respectively, of the corporation immediately after the conversion will be the same individuals who are the Directors and Officers, respectively, of the limited liability company immediately prior to the conversion. Any vacancies on the Board of Directors of the corporation immediately after the conversion may be filled in accordance with the corporation's Bylaws and Ch. 180, Wis. Stats.

4. The manner and basis of converting the ownership interests of the limited liability company into ownership interests of the corporation is as follows:

(a) Upon the conversion, each issued and outstanding Unit of equity in the limited liability company immediately prior to the conversion will convert into one issued and outstanding share of the corporation's Common Stock.

(b) Upon the conversion, any unexercised option or other right to acquire Units of equity in the limited liability company immediately prior to the conversion will become an option or other right to acquire the same number of shares of the corporation's Common Stock on substantially the same terms and conditions.

5. The conversion will be effective on January 1, 2008 at 12:01 a.m.



## **EXHIBIT B**

### **ARTICLES OF INCORPORATION OF CELLECTAR, INC.**

The following Articles of Incorporation are hereby adopted for the purpose of forming a corporation (the "Corporation") under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes.

#### **ARTICLE 1**

##### **Name**

The name of the Corporation is Cellectar, Inc.

#### **ARTICLE 2**

##### **Shares of Stock**

The Corporation's authorized shares shall consist of one class only and shall be designated as common stock ("Common Stock"). Each share of Common Stock shall have a par value of \$0.01. The aggregate number of shares of Common Stock that the Corporation shall have authority to issue is 17,000,000.

#### **ARTICLE 3**

##### **Registered Office and Registered Agent**

The street address of the Corporation's initial registered office is 3301 Agriculture Drive, Madison, Wisconsin 53716. The name of the Corporation's initial registered agent at this address is Neal J. Sandy.

#### **ARTICLE 4**

##### **Action by Less-Than-Unanimous Consent**

Any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if consented to in writing by the holders of shares having voting power to cast at least the minimum number (or in the case of voting groups, the minimum numbers) of votes that would be necessary to authorize or to take the action at a meeting at which all shares entitled to vote were present and voted.

#### **ARTICLE 5**

##### **Restrictions on Transfer**

If the holders of any of the Corporation's shares or other securities (collectively, the "Corporation's securities") enter into one or more written agreements among themselves, or among themselves and the Corporation, that impose limitations on the transfer of the Corporation's securities or that otherwise provide for the purchase and sale of the Corporation's securities upon the happening of certain events and contingencies, each such agreement shall be binding on the parties to the agreement in all respects, and any attempted transfer of the Corporation's securities in violation of the agreement's terms and provisions shall be void and ineffective in all respects. If any such agreement so provides, all persons who subsequently acquire the Corporation's securities from or through a party to the agreement shall be bound by the agreement's terms and provisions as if they were parties to the agreement.

**PATENT**