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OREGON
SECRETARY OF STATE

# ARTICLES OF CONVERSION

ROCKETBOOK, LLC, an Oregon limited liability company, pursuant to ORS 63.476 hereby submits the following Articles of Conversion to the Oregon Secretary of State for filing.

1. Prior to conversion, the name of the business entity was Rocketbook, LLC, an Oregon limited liability company.

2. After conversion, the business entity will be an Oregon corporation and its name will be Rocketbook, Inc.

3. The Plan of Conversion dated December 29, 2006, attached as Exhibit A, was unanimously approved by the members and operating managers of Rocketbook, LLC and provides for the conversion to be effective December 31, 2006.

Dated: December 29, 2006

**ROCKETBOOK, LLC**

By: _____
Steve Emerson
Member/Operating Manager

Person to contact about this filing: Andrew Ognall
(503) 221-2207

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**Exhibit A**
**Plan of Conversion**

# PLAN OF CONVERSION

This Plan of Conversion (this "Plan"), dated December 29, 2006, is intended to convert *Rocketbook, LLC*, an Oregon limited liability company, into an Oregon corporation.

**SECTION 1. ENTITY BEFORE CONVERSION.** The name of the entity before conversion is *Rocketbook, LLC*. The type of the entity before conversion is an Oregon limited liability company.

**SECTION 2. ENTITY AFTER CONVERSION.** The name of the entity after conversion is *Rocketbook, Inc.* The type of the entity after conversion is an Oregon corporation.

**SECTION 3. EFFECTIVE DATE.** The Articles of Conversion and any other documents necessary to be filed to complete the conversion will be filed with the Oregon Secretary of State and the conversion will be effective at 11:59 p.m. on December 31, 2006 (the "Effective Date").

**SECTION 4. TERMS AND CONDITIONS OF CONVERSION.** On the Effective Date, *Rocketbook, LLC* will convert from an Oregon limited liability company to an Oregon corporation (the "Conversion"), and the name of the converted entity will be *Rocketbook, Inc.*

**SECTION 5. EFFECT OF CONVERSION.** On the Effective Date:

(a) The business entity continues its existence despite the Conversion;

(b) Title to all real estate and other property owned by *Rocketbook, LLC* is vested in *Rocketbook, Inc.* by virtue of the Conversion without reversion or impairment;

(c) All debts, liabilities, duties and obligations of *Rocketbook, LLC*, including, without limitation, contractual, tort, statutory, and administrative obligations, are obligations of *Rocketbook, Inc.*, and shall remain attached to *Rocketbook, Inc.*, and may be enforced against it to the same extent as if said debts, liabilities, duties and obligations had originally been incurred or contracted by it in its capacity as a corporation of the State of Oregon.

(d) Any action or proceeding pending against or by *Rocketbook, LLC* or its owners may be continued as if the Conversion had not occurred, or *Rocketbook, Inc.* may be substituted as a party to the action or proceeding.

(e) *Rocketbook, Inc.* shall, for all purposes of the laws of the State of Oregon, be deemed to be the same entity as *Rocketbook, LLC*, and all of the rights, privileges and powers of *Rocketbook, LLC*, and all property, real, personal and mixed, and all debts due to *Rocketbook, LLC*, as well as all other things and causes of action belonging to *Rocketbook, LLC*, shall remain vested in *Rocketbook, Inc.* and shall be the property of *Rocketbook, Inc.*

(f) *Rocketbook, LLC* shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the Conversion shall not be deemed to constitute a dissolution of *Rocketbook, LLC* and shall constitute a continuation of the existence of the *Rocketbook, LLC* in the form of a corporation of the State of Oregon.

**SECTION 6. CAPITALIZATION.** *Rocketbook, LLC* has issued a 70% membership interest to one member and a 30% membership to one other member (collectively, the "*Membership Interests*"). There are no outstanding options, warrants, or other rights to purchase or receive securities of *Rocketbook, LLC.*

**SECTION 7. MANNER AND BASIS OF CONVERTING OWNERSHIP.** Each Unit held in *Rocketbook, LLC* shall be converted into the right to receive one shares of Common Stock of *Rocketbook, Inc.*

**SECTION 8. MEMBER APPROVAL.** The members of *Rocketbook, LLC* have unanimously approved this Plan of Conversion in accordance with the applicable provisions of Oregon law and *Rocketbook, LLC*'s Articles of Organization and Operating Agreement.

**SECTION 9. OFFICERS AND DIRECTORS.** Until their successors are elected or appointed and qualified, and subject to prior death, resignation or removal, the operating managers of *Rocketbook, LLC* (Steve Emerson and Rich Roberge) immediately prior to the Effective Date shall be the directors of *Rocketbook, Inc.* Until their successors are appointed, and subject to prior death, resignation or removal, the Operating Manager Steve Emerson and Operating Manager Rich Roberge of *Rocketbook, LLC* immediately prior to the Effective Time shall be the President and Secretary, respectively, of *Rocketbook, Inc.*

**SECTION 10. ARTICLES OF INCORPORATION; BYLAWS.** On and after the Effective Date, all members of *Rocketbook, LLC* who receive common stock of *Rocketbook, Inc.* will be bound by the Articles of Incorporation and Bylaws of *Rocketbook, Inc.*, copies of which are attached to and made a part of this Plan of Conversion.

IN WITNESS WHEREOF, *Rocketbook, LLC* has caused this Plan of Conversion to be executed by its duly authorized member and operating manager as of the date first above written.

***ROCKETBOOK, LLC***

By: _____

Steve Emerson
Member/Operating Manager

**EXHIBIT A**
**Articles of Incorporation**

# ARTICLES OF INCORPORATION
# OF
# ROCKETBOOK, INC.

Acting as the incorporator under the Oregon Business Corporation Act, I hereby adopt the following Articles of Incorporation.

## ARTICLE I
## NAME

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

## ARTICLE II
## PURPOSES AND POWERS

The Corporation is organized to engage in any lawful activity for which a corporation may be organized under the Oregon Business Corporation Act. The Corporation will have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, including but not limited to, the powers specified in the Oregon Business Corporation Act or which may be hereafter granted by such law.

## ARTICLE III
## AUTHORIZED CAPITAL STOCK

A. Authorized Classes of Shares. The Corporation may issue 25,000,000 shares of stock divided into two classes as follows:

5,000,000 shares of preferred stock ("Preferred Stock"). The Preferred Stock may be further divided into one or more series of Preferred Stock. Each series of Preferred Stock will have the preferences, limitations, and relative rights as may be set forth for such series either in these Articles or in an amendment to these Articles ("Preferred Stock Designation"). A Preferred Stock Designation may be adopted either by action of the Board of Directors of the Corporation pursuant to Section G of this Article III or by action of the shareholders of the Corporation; and

20,000,000 shares of common stock ("Common Stock").

Except as may otherwise be provided in a Preferred Stock Designation, all shares of a class will have preferences, limitations and relative rights identical to those of all other shares of the same class. All shares of a series of Preferred Stock will have preferences, limitations, and relative rights identical to those of all other shares of that series of Preferred Stock.

B. Voting Rights. The Corporation's Capital Stock will have voting rights as follows:

1. Common Stock Voting Rights. Subject to the voting rights, if any, of any Preferred Stock that may be outstanding, the outstanding shares of Common Stock will (a) each have one vote, (b) vote together as a single voting group, and (c) together have unlimited voting rights.

2. Preferred Stock Voting Rights. Except as otherwise provided by the Oregon Business Corporation Act or in a Preferred Stock Designation, each share of Preferred Stock will on each matter which that series of Preferred Stock is entitled to vote: (a) either have (i) one vote if that series of Preferred Stock is not by its terms convertible into Common Stock or (ii) one vote for each share of Common Stock which that series of Preferred Stock may be converted into as of the record date for the

meeting at which the vote is to be taken if that series of Preferred Stock is convertible into Common Stock and (b) vote together with shares of the Common Stock as a single voting group.

3. Nonvoting Preferred Stock. Shares of any series of Preferred Stock which are designated as being "nonvoting" will nonetheless have such voting rights as are required by the Oregon Business Corporation Act.

4. Noncumulative Voting for Directors. The holders of shares of Common Stock and the holders of shares of any series of Preferred Stock which are entitled to vote with respect to the election of directors will not have the right to cumulate votes in the election of directors.

C. Dividends. Subject to any priority or participating rights of any Preferred Stock that may be outstanding, the holders of Common Stock will be entitled to receive, out of any legally available assets of the Corporation, any dividends declared by the Board of Directors of the Corporation. Except as may otherwise be provided in a Preferred Stock Designation, the Board of Directors of the Corporation will have the sole authority and discretion to determine the time, amount, and terms of payment for any dividend that may be declared. Nothing in these Articles will be construed as obligating the Board of Directors of the Corporation to declare a dividend at any time, even though the Corporation may have assets legally available to pay a dividend.

D. Redemption. Subject to any provision to the contrary contained in any Preferred Stock Designation, the Corporation may repurchase all or any of its outstanding shares of Common Stock or Preferred Stock even though the distribution made to effect that repurchase would cause the difference between the Corporation's total assets and its total liabilities to be less than the amount that would be needed to satisfy the preferential liquidation rights of all outstanding shares of classes or series of a class with liquidation rights that are prior to those of the shares being repurchased if the Corporation were to be liquidated at the time of such repurchase.

E. Liquidation. In liquidating, dissolving, or winding up the Corporation, the Board of Directors must first discharge or make adequate provision for discharging all liabilities of the Corporation. The remaining net assets of the Corporation shall be distributed to the holders of the Common Stock according to their respective share holdings, subject to the priority and participating rights of any Preferred Stock that may be outstanding.

F. Preemptive Rights. No holder of any shares of Common Stock or Preferred Stock will be entitled to any preemptive right to purchase or subscribe for any unissued or treasury shares of the Corporation.

G. Preferences, Limitations, and Relative Rights of Preferred Stock. The Board of Directors of the Corporation is expressly authorized to, from time to time by resolution duly adopted, designate the preferences, limitations, and relative rights of one or more series of Preferred Stock. A Preferred Stock Designation by the Board of Directors may set forth, with respect to the shares of the series of Preferred Stock so designated, the following preferences, limitations, and relative rights:

1. Voting. The voting rights of the shares of that series of Preferred Stock, including whether the shares have special, conditional or limited voting rights. Alternatively, the Preferred Stock Designation may include a statement to the effect that the shares of that series of Preferred Stock are "nonvoting" except to the extent voting rights are required by the Oregon Business Corporation Act.

2. Dividends. The dividend rate and preference, if any, of the shares of that series of Preferred Stock. The Preferred Stock Designation will also state (a) whether the dividend rights of shares of that series of Preferred Stock are cumulative, noncumulative, or partially cumulative and (b) whether or not

the shares of that series of Preferred Stock will participate in any dividends that may be declared with respect to the Common Stock.

3. Liquidations. The amount of the liquidation preference, if any, of the shares of that series of Preferred Stock. The Preferred Stock Designation will also state whether or not and, if so, when the shares of that series of Preferred Stock will participate with the Common Stock in any liquidating distributions.

4. Redemption. Whether the shares of that series of Preferred Stock are redeemable at the option of the Corporation, at the option of the holder of the shares or another person, or upon the occurrence of a designated event and whether the redemption price for the shares of that series of Preferred Stock will be a designated amount or determined by a designated formula or by reference to an extrinsic event or extrinsic data, whether the redemption price for the shares of such series of Preferred Stock will be paid in cash, indebtedness, or other property. The Preferred Stock Designation will also state (a) the terms and conditions, if any, of any redemption, (b) the procedures for effecting any redemption, and (c) whether or not and, if so, where and in what manner a sinking fund must be created by the Corporation for the purpose of funding any redemption.

5. Conversion. Whether the shares of that series of Preferred Stock are convertible at the option of the Corporation, at the option of the holder of the shares or another person, or upon the occurrence of a designated event into other securities of the Corporation in a designated amount or in an amount determined by a designated formula or by reference to an extrinsic event or extrinsic data. The Preferred Stock Designation will also state the terms and conditions of the conversion, if any, and the procedures for effecting such a conversion.

6. Other Terms. Such other preferences, limitations, and relative rights as the Board of Directors of the Corporation may determine.

Every Preferred Stock Designation must identify that series of Preferred Stock in a manner that will distinguish that series from all other series of Preferred Stock and from the undesignated Preferred Stock. The Preferred Stock Designation must also set forth the number of shares to be included in that series. All shares of that series that are thereafter redeemed, converted, or, if so provided in the Preferred Stock Designation, remain unissued on a designated date or on the occurrence of an event will cease to be of that series and will automatically become undesignated Preferred Stock.

Any Preferred Stock Designation adopted by the Board of Directors of the Corporation pursuant to this Section G of Article III will constitute articles of amendment to these Articles of Incorporation and will become effective, without shareholder action, upon filing as prescribed by the Oregon Business Corporation Act. No shares of Preferred Stock or of a series of Preferred Stock may be issued by the Corporation prior to the filing of articles of amendment determining the preferences, limitations, and relative rights of such shares.

## ARTICLE IV
## REGISTERED AGENT AND OFFICE AND ADDRESS FOR NOTICES

The initial registered agent of the Corporation is FP&S Registry Services, Inc., and the street address of the initial registered office and mailing address of the initial registered agent are 601 SW Second Avenue, Suite 1800, Portland, Oregon 97204. The address where the Secretary of State may mail notices is FP&S Registry Services, Inc., 601 SW Second Avenue, Suite 1800, Portland, Oregon 97204.

## ARTICLE V
## BOARD OF DIRECTORS

The number of directors of the Corporation will be as provided in the Corporation's bylaws. The names of directors constituting the initial Board of Directors of the Corporation, who shall serve until the earlier of their resignation or removal or until their successors have been duly elected and qualified, are Steve Emerson and Rich Roberge.

## ARTICLE VI
## LIMITATIONS ON LIABILITY OF DIRECTORS

No director of the Corporation is personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except for the following:

(a) Any breach of the director's duty of loyalty to the Corporation or its shareholders;

(b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

(c) Any distribution to shareholders that is unlawful under the Oregon Business Corporation Act or successor statute; or

(d) Any transaction from which the director derived an improper personal benefit.

This Article does not limit or eliminate the liability of a director for any act or omission occurring before the effective date of this Article. No amendment to or repeal of this Article may make any director of the Corporation personally liable to the Corporation or its shareholders for monetary damages for any act or omission as a director occurring before the effective date of that amendment or repeal. This Article is intended to limit the liability of any director of the Corporation to the greatest extent authorized under the Oregon Business Corporation Act. Any further limitation on the liability of directors authorized under any amendment to the Oregon Business Corporation Act is incorporated into this Article on the effective date of that amendment.

## ARTICLE VII
## INDEMNIFICATION

A. Nonderivative Actions. Subject to the provisions of Sections C, E, and F below, the Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including all appeals) (other than an action by or in the right of the Corporation) by reason of or arising from the fact that the person is or was a director or officer of the Corporation or one of its subsidiaries, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against reasonable expenses (including attorney fees), judgments, fines, penalties, excise taxes assessed with respect to any employee benefit plan and amounts paid in settlement actually and reasonably incurred by the person to be indemnified in connection with such action, suit, or proceeding if the person acted in good faith, did not engage in intentional misconduct, and, with respect to any criminal action or proceeding, did not know the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or, with respect to any criminal action or proceeding, that the person knew that the conduct was unlawful.

B. Derivative Actions. Subject to the provisions of Sections C, E, and F below, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit (including all appeals) by or in the right of the Corporation to procure a judgment in its favor by reason of or arising from the fact that the person is or was a director or officer of the Corporation or one of its subsidiaries, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against reasonable expenses (including attorney fees) actually incurred by the person to be indemnified in connection with the defense or settlement of such action or suit if the person acted in good faith, provided, however, that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for deliberate misconduct in the performance of that person's duty to the Corporation, for any transaction in which the person received an improper personal benefit, for any breach of the duty of loyalty to the Corporation, or for any distribution to shareholders that is unlawful under the Oregon Business Corporation Act, or successor statute, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

C. Determination of Right to Indemnification in Certain Cases. Subject to the provisions of Sections E and F below, indemnification under Sections A and B of this Article shall not be made by the Corporation unless it is expressly determined that indemnification of the person who is or was an officer or director, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections A or B. That determination may be made by any of the following:

(1) By the Board of Directors by majority vote of a quorum consisting of directors who are not or were not parties to the action, suit or proceeding;

(2) If a quorum cannot be obtained under paragraph (1) of this subsection, by majority vote of a committee duly designated by the Board of Directors consisting solely of two or more directors not at the time parties to the action, suit, or proceeding (directors who are parties to the action, suit, or proceeding may participate in designation of the committee);

(3) By special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (1) or (2) or, if a quorum of the Board of Directors cannot be obtained under (1) and a committee cannot be designated under (2) the special legal counsel shall be selected by majority vote of the full Board of Directors, including directors who are parties to the action, suit, or proceeding;

(4) If referred to them by Board of Directors of the Corporation by majority vote of a quorum (whether or not such quorum consists in whole or in part of directors who are parties to the action, suit, or proceeding), by the shareholders; or

(5) By a court of competent jurisdiction.

D. Indemnification of Persons Other than Officers or Directors. Subject to the provisions of Section F, in the event any person not entitled to indemnification under Sections A and B of this Article was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding of a type referred to in Sections A or B of this Article by reason of or arising from the fact that such person is or was an employee or agent (including an attorney) of the Corporation or one of its subsidiaries, or is or was serving at the request of the Corporation as an employee or agent (including an attorney) of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, the Board of Directors of the Corporation by a majority vote of a quorum (whether or not such quorum consists in whole or in part of directors who were parties to such action, suit, or

proceeding) or the stockholders of the Corporation by a majority vote of the outstanding shares upon referral to them by the Board of Directors of the Corporation by a majority vote of a quorum (whether or not such quorum consists in whole or in part of directors who were parties to such action, suit, or proceeding) may, but shall not be required to, grant to such person a right of indemnification to the extent described in Sections A or B of this Article as if the person were acting in a capacity referred to therein, provided that such person meets the applicable standard of conduct set forth in such Sections. Furthermore, the Board of Directors may designate by resolution in advance of any action, suit, or proceeding, those employees or agents (including attorneys) who shall have all rights of indemnification granted under Sections A and B of this Article.

E. Successful Defense. Notwithstanding any other provision of Sections A, B, C, or D of this Article, but subject to the provisions of Section F, to the extent a director, officer, or employee is successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections A, B, or D of this article, or in defense of any claim, issue, or matter therein, that person shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

F. Condition Precedent to Indemnification Under Sections A, B, D, or E. Any person who desires to receive the benefits otherwise conferred by Sections A, B, D, or E of this article shall promptly notify the Corporation that the person has been named a defendant to an action, suit, or proceeding of a type referred to in Sections A, B, D, or E and intends to rely upon the right of indemnification described in Sections A, B, D, or E of this article. The notice shall be in writing and mailed, via registered or certified mail, return receipt requested, to the President of the Corporation at the executive offices of the Corporation or, in the event the notice is from the President, to the registered agent of the Corporation. Failure to give the notice required hereby shall entitle the Board of Directors of the Corporation by a majority vote of a quorum (consisting of directors who, insofar as indemnity of officers or directors is concerned, were not parties to such action, suit, or proceeding, but who, insofar as indemnity of employees or agents is concerned, may or may not have been parties) or, if referred to them by the Board of Directors of the Corporation by a majority vote of a quorum (consisting of directors who, insofar as indemnity of officers or directors is concerned, were not parties to such action, suit, or proceeding, but who, insofar as indemnity of employees or agents is concerned, may or may not have been parties), the stockholders of the Corporation by a majority of the votes entitled to be cast by holders of shares of the Corporation's stock which have unlimited voting rights to make a determination that such a failure was prejudicial to the Corporation in the circumstances and that, therefore, the right to indemnification referred to in Sections A, B, or D of this article shall be denied in its entirety or reduced in amount.

G. Advances for Expenses. Expenses incurred by a person indemnified hereunder in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals) or threat thereof may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such expenses if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation and a written affirmation of the person's good faith belief that he or she has met the applicable standard of conduct. The undertaking must be a general personal obligation of the party receiving the advances but need not be secured and may be accepted without reference to financial ability to make repayment.

H. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation or one of its subsidiaries or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against and incurred by that person in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of this Article or under the Oregon Business Corporation Act.

I. Purpose and Exclusivity. The indemnification referred to in the various Sections of this Article shall be deemed to be in addition to and not in lieu of any other rights to which those indemnified may be entitled under any statute, rule of law or equity, agreement, vote of the stockholders or Board of Directors, or otherwise. The Corporation is authorized to enter into agreements of indemnification. The purpose of this Article is to augment the provisions of the Oregon Business Corporation Act dealing with indemnification.

J. Severability. If any of the provisions of this Article are found, in any action, suit or proceeding, to be invalid or ineffective, the validity and the effect of the remaining provisions shall not be affected.

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**ARTICLE VIII**
**INCORPORATOR**

**The name and address of the incorporator of the Corporation is as follows:**

**Steve Emerson**
**6040 N. Cutter Circle Suite 317**
**Portland, Oregon, 97217**

**These Articles of Incorporation are dated December 29, 2006.**

**Steve Emerson, Incorporator**

**Person to contact about this filing: Andrew Ognall, daytime phone number (503) 221-2207.**