

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Coolibar, LLC		05/04/2005	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Coolibar, Inc.		
Street Address:	4206 Park Glen Road		
City:	St. Louis Park		
State/Country:	MINNESOTA		
Postal Code:	55416-4758		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2897654	COOLIBAR	
Registration Number:	2897656	COOLIBAR	
Serial Number:	76320521	COOLIBAR	
Registration Number:	2897655	COOLIBAR	
Registration Number:	2917841		
Registration Number:	2916647		
CORRESPONDENCE DATA			
Fax Number:	(612)340-8856		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(612) 343-7922		
Email:	ip.docket@dorsey.com		
Correspondent Name:	Jamie Nafziger		
Address Line 1:	50 South Sixth Street		
Address Line 2:	Suite 1500		
Address Line 4:	Minneapolis, MINNESOTA 55402		

CH \$165.00 2897654

NAME OF SUBMITTER:	Jamie Nafziger
Signature:	/Jamie Nafziger/
Date:	07/11/2005
Total Attachments: 2 source=Coolibar Conv 1#page1.tif source=Coolibar Conv 2#page1.tif	

Delaware

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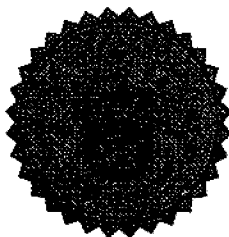
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "COOLIBAR, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "COOLIBAR, LLC" TO "COOLIBAR, INC", FILED IN THIS OFFICE ON THE FOURTH DAY OF MAY, A.D. 2005, AT 1:02 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3431672 8100V

050361717



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3856329

DATE: 05-04-05

TRADEMARK

REEL: 003119 FRAME: 0100

**CERTIFICATE OF CONVERSION
OF
COOLIBAR, LLC
TO
COOLIBAR, INC.**

Pursuant to section 265 of the Delaware General Corporation Law, the undersigned, being the president of Coolibar, LLC, a Delaware limited liability company, hereby certifies that:

1. The limited liability company is formed under the jurisdiction of the State of Delaware.
2. The name of the limited liability company immediately prior to filing this certificate is Coolibar, LLC.
3. The date the limited liability company was first formed is August 31, 2001.
4. The name of the corporation as set forth in the Certificate of Incorporation is Coolibar, Inc.
5. Upon effectiveness of the conversion of the limited liability company into the corporation, (i) each Common Unit of the limited liability company outstanding prior to the conversion will automatically be converted, without any action on the part of the holder thereof, into one fully-paid and non-assessable share of Class A Common Stock of the corporation, (ii) each Class A Preferred Unit of the limited liability company outstanding prior to the conversion will automatically be converted, without any action on the part of the holder thereof, into one fully-paid and non-assessable share of Series A Convertible Preferred Stock of the corporation, (iii) each Class B Preferred Unit of the limited liability company outstanding prior to the conversion will automatically be converted, without any action on the part of the holder thereof, into one fully-paid and non-assessable share of Series B Convertible Preferred Stock of the corporation, (iv) each Class C Preferred Unit of the limited liability company outstanding prior to the conversion will automatically be converted, without any action on the part of the holder thereof, into one fully-paid and non-assessable share of Series C Convertible Preferred Stock of the corporation, and (v) each option to purchase a Common Unit outstanding prior to the conversion will automatically be converted, without any action on the part of the holder thereof, into an option to purchase a fully-paid and non-assessable share of Class A Common Stock of the corporation. All certificates for Units which are issued and outstanding immediately prior to the time of the conversion will thereupon and thereafter be deemed to be certificates for the relevant shares of capital stock of the Corporation.

IN WITNESS WHEREOF, Coolibar, LLC has caused this certificate to be executed by John Barrow, its President, this 4th day of May, 2005.

By 

John Barrow
President

4839-4393-42561