

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Articles of Organization--Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Innovation Sports, Inc.		01/12/2006	CORPORATION:

RECEIVING PARTY DATA	
Name:	Innovation Sports, LLC
Street Address:	19762 Pauling
City:	Foothill Ranch
State/Country:	CALIFORNIA
Postal Code:	92610
Entity Type:	LIMITED LIABILITY COMPANY:

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	1485177	DUAL STAGE
Registration Number:	1615578	MVP
Registration Number:	1871178	C.T.I.
Registration Number:	1586617	INNOVATION SPORTS
Registration Number:	2007424	C.TI.2
Registration Number:	1992417	BODY LINES
Registration Number:	1962795	AMS
Registration Number:	1985023	THERACOOOL
Registration Number:	1976709	KNEE M.D.
Registration Number:	2591961	XCL
Registration Number:	2443391	ASPIRE
Registration Number:	2366436	OASYS
Registration Number:	2738647	POWERTEX
Serial Number:	78350859	FLEX

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Serial Number:	78343764	C.TI. VAPOR
Registration Number:	2961480	MORPH
Serial Number:	78501615	GEL FIT
Serial Number:	78502413	ACCUTRAC
Registration Number:	2979918	NEUROPRENE
Serial Number:	78696817	SMARTSLING

CORRESPONDENCE DATA

Fax Number: (949)855-6371
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (949) 855-1246
Email: b miles@stetinalaw.com
Correspondent Name: Kit M. Stetina, Esq.
Address Line 1: 75 Enterprise, Suite 250
Address Line 4: Aliso Viejo, CALIFORNIA 92656

NAME OF SUBMITTER:	Kit M. Stetina
Signature:	/kms/
Date:	02/10/2006

Total Attachments: 2
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**State of California
Secretary of State**

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 2 6 2006

Bruce McPherson

BRUCE McPHERSON
Secretary of State

00802728



State of California Secretary of State

File# 200602310057

ENDORSED - FILED In the office of the Secretary of State of the State of California

JAN 18 2006

LIMITED LIABILITY COMPANY ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT - Read all instructions before completing this form.

This Space For Filing Use Only.

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," "Ltd. Liability Company," "Ltd. Liability Co.," or the abbreviation "LLC" or "L.L.C.") Innovation Sports, LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one) [] ONE MANAGER [] MORE THAN ONE MANAGER [x] ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE 19762 Pauling CITY AND STATE Foothill Ranch, CA ZIP CODE 92610

5. NAME OF AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both items 5 and 6 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and item 5 must be completed (leave item 6 blank).) Carol Anne Harves

6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA c/o Innovation Sports 19762 Pauling CITY Foothill Ranch STATE CA ZIP CODE 92610

CONVERTING ENTITY INFORMATION

7. NAME OF CONVERTING ENTITY Innovation Sports, Inc.

8. FORM OF ENTITY corporation 9. JURISDICTION California

10. CA SECRETARY OF STATE FILE NUMBER, IF ANY C1217734

11. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

Table with 2 columns: STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. Rows: Voting common shares 826,636 51%; Non-voting common shares 826,636 51%

ADDITIONAL INFORMATION

12. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

13. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

SIGNATURE OF AUTHORIZED PERSON [Signature] DATE 1-12-06

John Turnbull - President and Chief Executive Officer

SIGNATURE OF AUTHORIZED PERSON [Signature] DATE 1-12-06

Carol Anne Harves - Secretary

