

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Keen LLC		07/31/2006	LIMITED LIABILITY COMPANY: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Keen Inc		
<b>Street Address:</b>	926 NW 13th Avenue, Suite 210		
<b>City:</b>	Portland		
<b>State/Country:</b>	OREGON		
<b>Postal Code:</b>	97209		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Serial Number:	78820810	HYBRIDLIFE	
Serial Number:	78820673	HYBRIDLIFE	
Serial Number:	78820659	HYBRIDLIFE	
Serial Number:	78698922	K	
Serial Number:	78589912	KEEN	
Registration Number:	2916603	KEEN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(206)359-9000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	2063598000		
<b>Email:</b>	pctrademarks@perkinscoie.com		
<b>Correspondent Name:</b>	Perkins Coie LLP		
<b>Address Line 1:</b>	1201 Third Avenue, Suite 4800		
<b>Address Line 2:</b>	Attn: James L. Vana		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98101		

**CH \$165.00 78820810**

ATTORNEY DOCKET NUMBER:	61358-4000
NAME OF SUBMITTER:	James L. Vana
Signature:	/James L. Vana/
Date:	09/27/2006
Total Attachments: 5 source=Keen_ConversionDocument#page1.tif source=Keen_ConversionDocument#page2.tif source=Keen_ConversionDocument#page3.tif source=Keen_ConversionDocument#page4.tif source=Keen_ConversionDocument#page5.tif	

CERTIFICATE OF CONVERSION  
OF  
KEEN LLC  
INTO  
KEEN, INC.

(Pursuant to Sections 103 and 265 of the Delaware General Corporation Law.)

KEEN LLC, a California Limited Liability Company (the "*Company*"), does hereby certify to the following facts relating to the conversion of the Company into Keen, Inc., a Delaware corporation to be formed immediately following the filing of this Certificate of Conversion (the "*Conversion*"):

**FIRST:** The name of the Company is "Keen LLC." The date on which the Company's Limited Liability Company Articles of Incorporation was originally filed with the Secretary of State of the State of California is January 7, 2003. The Company is a limited liability company formed under the California Corporations Code and the Beverly-Killea Limited Liability Company Act.

**SECOND:** The name of the corporation into which the Company will be converted is "Keen, Inc."

**THIRD:** Upon the filing of this Certificate of Conversion and the Certificate of Incorporation of Keen, Inc. (the "*Effective Time*"), the Company shall be converted into Keen, Inc.

**FOURTH:** At the Effective Time:

(a) Each Class A Unit held by each Member of the Company shall be converted into one (1) share of Class A Common Stock of Keen, Inc.; and

(b) Each Class B Unit held by each Member of the Company shall be converted into one (1) share of Class B Common Stock of Keen, Inc.

**FIFTH:** At the Effective Time, the initial authorized number of directors of Keen, Inc. shall be four and the initial members of the Board of Directors shall be:

Rory Fuerst  
H. Gabe Whelan  
Kirk Richardson; and  
Tony Muller.

**SIXTH:** This Certificate of Conversion was duly adopted in accordance with the applicable provisions of Section 265 of the Delaware General Corporation Law and the Company's Operating Agreement.

[signature page follows]



**CERTIFICATE OF INCORPORATION  
OF  
KEEN, INC.**

The undersigned, a natural person (the "Sole Incorporator"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

**I.**

The name of this corporation is Keen, Inc.

**II.**

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

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("DGCL").

**IV.**

**A.** This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is two thousand two hundred sixteen (2,216), each having a par value of one-hundredth of one cent (\$0.0001).

**B.** Two hundred sixteen (216) of the authorized shares of Common Stock are hereby designated "Class A Common Stock" and two thousand (2,000) are hereby designated "Class B Common Stock." The Class A Common Stock and the Class B Common Stock are collectively the "Common Stock."

**C.** The rights, preferences, privileges, restrictions and other matters relating to the Common Stock are as follows:

**1. VOTING RIGHTS.**

**a.** Except as otherwise provided herein or as required by law, the Class A Common Stock and Class B Common Stock shall vote together as one class and not as a separate class, at any annual or special meeting of stockholders of the Company, and may act by written consent in the same manner. Each share of Common Stock shall be entitled to one (1) vote.

b. For so long as any shares of Class A Common Stock remain outstanding, in addition to any other vote or consent required herein or by law, the vote or written consent of the holders of at least a majority of the outstanding Class A Common Stock shall be necessary for any change to Article IV, Section C. 2.

**2. RIGHTS UPON DISTRIBUTIONS.**

a. Upon a Distribution Event at a time when the number of shares of Class B Common Stock is less than or equal to 91% of the total shares of Common Stock outstanding on the date of such Distribution Event, the holders of Class A Common Stock shall be entitled to receive, out of the assets of the Company legally available for distribution, for each share of Class A Common Stock held by them, an amount equal to 0.041667% of any proceeds of and distribution to the Company's shareholders in connection with such Distribution Event. All other amounts distributed pursuant to such Distribution Event shall be distributed ratably to the holders of Class B Common Stock.

b. Upon a Distribution Event at a time when the number of shares of Class B Common Stock is greater than 91% of the total shares of Common Stock outstanding on the date of such Distribution Event, all amounts distributed pursuant to such Distribution Event shall be distributed ratably to the holders of Class A Common Stock and Class B Common Stock in proportion to the absolute number of shares of Class A Common Stock and Class B Common Stock.

c. A "Distribution Event" shall mean any distribution of assets to any stockholder to the Company, whether through a dividend, liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary; provided however, that the repurchase by the Company of Common Stock pursuant to a contractual agreement shall not be considered a Distribution Event.

**V.**

**A.** The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

**B.** The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the corporation.

**VI.**

**A.** The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

**B.** Any repeal or modification of this Article VI shall be prospective and shall not affect the rights under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

**VII.**

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

**VIII.**

The name and the mailing address of the Sole Incorporator is as follows:

James F. Fulton, Jr.  
Cooley Godward LLP  
5 Palo Alto Square  
3000 El Camino Real  
Palo Alto, CA 94306

**IN WITNESS WHEREOF**, this Certificate has been subscribed this 31<sup>st</sup> day of July, 2006 by the undersigned who affirms that the statements made herein are true and correct.

/s/ James F. Fulton, Jr. \_\_\_\_\_  
James F. Fulton, Jr.  
Sole Incorporator