

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wolf Appliance Company, LLC		05/30/2006	LIMITED LIABILITY COMPANY: WISCONSIN
RECEIVING PARTY DATA			
Name:	Wolf Appliance Company, Inc.		
Street Address:	4717 Hammersley Road		
City:	Madison		
State/Country:	WISCONSIN		
Postal Code:	53711		
Entity Type:	CORPORATION: WISCONSIN		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	78598564	WOLF GOURMET	
Serial Number:	78469569	W	
Serial Number:	76092553	WOLF	
Serial Number:	76092552	WOLF	
CORRESPONDENCE DATA			
Fax Number:	(608)258-4258		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	(608) 258-4272		
Email:	PTOMailMadison@Foley.com		
Correspondent Name:	Mark A. Kassel		
Address Line 1:	150 E. Gilman Street		
Address Line 4:	Madison, WISCONSIN 53703-1481		
ATTORNEY DOCKET NUMBER:	023015-0142 135 119 121		
NAME OF SUBMITTER:	Mark A. Kassel		

OP \$115.00 78598564

Signature:

/Mark A. Kassel/

Date:

04/17/2007

Total Attachments: 8

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

DEPT. OF FINANCIAL INSTITUTIONS
WISCONSIN

06 JUN - 1 AM 10:32

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



CERTIFICATE OF CONVERSION

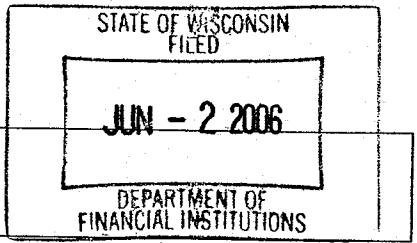
1. Before conversion:

Company Name: Wolf Appliance Company, LLC
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)
	<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.)	

* 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. After conversion:



Company Name: Wolf Appliance Company, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<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.)	

FILING FEE - \$150.00

DFI/CORP/1000(R02/10/03) Use of this form is mandatory.

3. 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.

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

5. 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): F&L Corp. c/o Blaine R. Renfert	Registered Office: 150 East Gilman Street Madison, WI 53703
Additional Entry for a Limited Partnership only →	Record Office:

6. 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): F&L Corp. c/o Blaine R. Renfert	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 150 East Gilman Street Madison, WI 53703
Additional Entry for a Limited Partnership only →	Record Office:

7. Executed on 5/30/06 (date) by the business entity **PRIOR TO ITS CONVERSION**.

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

For a **limited partnership**
Title: General Partner

For a **limited liability company**
Title: Member OR Manager

James J. Bakke
(Signature)
James J. Bakke
(Printed Name)
STATE OF WISCONSIN FILED
JUN - 2 2006
DEPARTMENT OF FINANCIAL INSTITUTIONS

For a **corporation**
Title: President OR Secretary
or other officer title

INSTRUCTIONS (Ref. Ss. 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 to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **filing fee of \$150.00**, payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3rd Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c). **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. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. 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. Enter the company name, type of business entity, and state of organization of business entity **after conversion**.

3. 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**.

CERTIFICATE OF CONVERSION

[Cynthia A. Joholski
c/o Foley & Lardner LLP
150 East Gilman Street
[Madison, WI 53703

Your return address and phone number during the day: (608) 258-4290 _____

INSTRUCTIONS (Cont'd)

4. 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.
5. 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.
6. 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.
7. 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.

The converting entity is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.76(4)(c), 180.1161(4)(c), 181.1161(4)(c) or 183.1207(4)(c), whichever is applicable.

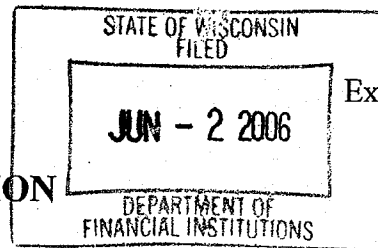


Exhibit A

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (this "Plan of Conversion") is made and entered into as of the 30th day of May, 2006, by Wolf Appliance Company, LLC, a Wisconsin limited liability company (the "Company").

RECITALS

A. The Company was organized on September 30, 1999 as a Wisconsin limited liability company.

B. The Company has determined that it is in its best interest to convert from a Wisconsin limited liability company to a Wisconsin corporation pursuant to Section 183.1207 of the Wisconsin Statutes (the "Conversion").

NOW, THEREFORE, in consideration of the premises and the agreements herein contained, the Company hereby adopts the following agreements, terms and conditions relating to the Conversion and the manner of carrying the same into effect:

1. Name and Organization Before Conversion. The name of the Company before the Conversion is Wolf Appliance Company, LLC. It was organized as a limited liability company under Chapter 183 of the Wisconsin Statutes.

2. Name and Organization After Conversion. The name of the Company after the Conversion shall be Wolf Appliance Company, Inc. It will be organized as a corporation under Chapter 180 of the Wisconsin Statutes.

3. Registered Agent and Registered Office. The registered agent of the Company before and after the Conversion shall be F&L Corp. The address of the registered office of the Company before and after the Conversion shall be c/o Blaine R. Renfert, Foley & Lardner LLP, 150 East Gilman Street, Madison, Wisconsin 53703.

4. Manner and Basis of Converting Units. On the Effective Date, by virtue of the Conversion and without further action or deed by or on behalf of the Company or the members or manager thereof, each of the Company's currently issued and outstanding Class A Voting units shall be exchanged for one share of Voting Common Stock and each of the Company's Non-Voting units shall be exchanged for one share of Non-Voting Common Stock. Each certificate then representing the Company's limited liability company units, if any, by virtue of the Conversion and without further action or deed by or on behalf of the Company or the manager thereof, shall be deemed cancelled.

5. Articles of Incorporation. The Articles of Incorporation of the Company after the Conversion shall be in the form attached hereto as Attachment A.

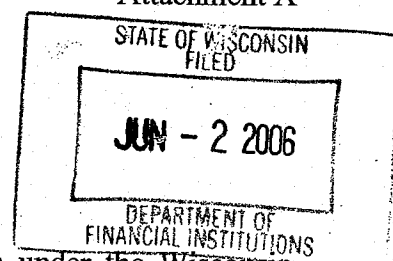
6. Amendment. This Plan of Conversion may be amended, modified or supplemented at any time prior to the Effective Date of the Conversion with the consent of the Company's Manager.

Attachment A

Articles of Incorporation

[See attached.]

**ARTICLES OF INCORPORATION
OF
WOLF APPLIANCE COMPANY, INC.**



The undersigned, acting as incorporator of a corporation under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes, adopts the following Articles of Incorporation for such corporation.

ARTICLE ONE: The name of the Corporation is **Wolf Appliance Company, Inc.**

ARTICLE TWO: The number of shares the Corporation shall have authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, with a class, is:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>	<u>Par Value per Share</u>
Class A Voting	None	1,000	No Par Value
Class B Non-voting	None	24,000	No Par Value

Class B Non-voting common stock shall have, and shall be subject to, all of the rights, preferences and limitations of Class A Voting common stock, except that Class B Non-voting common stock shall not entitle the holder thereof to vote on matters submitted to Shareholder votes, unless there are no shares of Class A Voting common stock outstanding.

ARTICLE THREE: The number of directors constituting the Board of Directors of the Corporation may be designated from time to time in the Corporation's Bylaws.

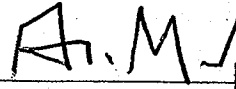
ARTICLE FOUR: The address of the Corporation's initial registered office is c/o Blaine R. Renfert, Foley & Lardner LLP, 150 East Gilman Street, Madison, Wisconsin 53703, and the name of the Corporation's initial registered agent at such address is F&L Corp.

ARTICLE FIVE: The Bylaws of the Corporation may provide for a greater or lesser quorum requirement or a greater voting requirement for shareholders or voting groups of shareholders than is provided by the Wisconsin Business Corporation Law.

ARTICLE SIX: The name and address of the sole incorporator is:

Gregory F. Monday, Esq.
c/o Foley & Lardner LLP
150 East Gilman Street
Post Office Box 1497
Madison, Wisconsin 53701-1497

Executed this 31st day of May, 2006.

A handwritten signature in black ink, appearing to read "G. Monday", written over a horizontal line.

Gregory F. Monday,
Sole Incorporator

This document was drafted by, and after filing should be returned to: Gregory F. Monday, Esq.
of Foley & Lardner LLP, P.O. Box 1497, Madison, Wisconsin 53701-1497.