

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Change of state of incorporation		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PoshTots, Inc.		01/08/2008	CORPORATION: VIRGINIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	PoshTots, Inc.		
<b>Street Address:</b>	1099 18th Street		
<b>Internal Address:</b>	Suite 1800		
<b>City:</b>	Denver		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80202		
<b>Entity Type:</b>	CORPORATION: COLORADO		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3092160	POSHTOTS	
<b>Serial Number:</b>	78665819	POSHLIVING	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(303)592-3140		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	303-592-3128		
<b>Email:</b>	katherine.duplay@bartlit-beck.com		
<b>Correspondent Name:</b>	Katherine E. Duplay		
<b>Address Line 1:</b>	Bartlit Beck et al.		
<b>Address Line 2:</b>	1899 Wynkoop Street, 8th Floor		
<b>Address Line 4:</b>	Denver, COLORADO 80202		
<b>NAME OF SUBMITTER:</b>	Vice President		
<b>Signature:</b>	/Barry Hollingsworth/		

OP \$65.00 3092160

Date:

01/14/2008

**Total Attachments: 6**

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Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

**Combined Statement of Conversion and Articles of Incorporation for a Profit Corporation**  
filed pursuant to § 7-90-201, 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

**Statement of Conversion**

1. For the converting entity, its entity name or true name, ID number (if applicable), form of entity, the jurisdiction under the law of which it is formed, and the principal office address of its principal office are

Entity name or true name of the <u>converting</u> entity	PoshTots, Inc.		
ID number (if applicable)	<hr/> <i>(Colorado Secretary of State ID number)</i>		
Form of the entity	Corporation		
Jurisdiction where formed	Virginia		
Principal office <u>street</u> address	1099 18th Street		
	<i>(Street number and name)</i>		
	Suite 1800		
	Denver	CO	80202
	<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>
	<i>(Province – if applicable)</i>	<i>(Country – if not US)</i>	
Principal office <u>mailing</u> address (leave blank if same as above)	<hr/> <i>(Street number and name or Post Office Box information)</i>		
	<i>(City)</i>	<i>(State)</i>	<i>(Postal/Zip Code)</i>
	<i>(Province – if applicable)</i>	<i>(Country – if not US)</i>	

2. The converting entity has been converted into the resulting entity identified below.
3. For the resulting entity, its entity name, form of entity, the jurisdiction under the law of which it is formed, and the principal office address of its principal office are

Entity name of the  
resulting entity

PoshTots, Inc.

*(The name of a corporation must contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd.". §7-90-601, C.R.S. If the corporation is a professional or special purpose corporation, other law may apply.)*

*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

Form of the entity

domestic profit corporation

Jurisdiction where formed

Colorado

Principal office street address

1099 18th Street

*(Street number and name)*

Suite 1800

Denver

*(City)*

CO

*(State)*

80202

*(Postal/Zip Code)*

*(Province – if applicable)*

*(Country – if not US)*

Principal office mailing address  
(leave blank if same as above)

*(Street number and name or Post Office Box information)*

*(City)*

*(State)*

*(Postal/Zip Code)*

*(Province – if applicable)*

*(Country – if not US)*

*(If the following statement applies, adopt the statement by marking the box.)*

- The mailing address in the records of the Secretary of State is no longer different than the street address and is no longer required.

### Articles of Incorporation for a Profit Corporation

1. The entity name is

PoshTots, Inc.

*(The name of a corporation must contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd.". §7-90-601, C.R.S. If the corporation is a professional or special purpose corporation, other law may apply.)*

*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the initial principal office is

Street address

1099 18th Street

*(Street number and name)*

Suite 1800

Denver

*(City)*

CO

*(State)*

80202

*(Postal/Zip Code)*

*(Province – if applicable)*

*(Country – if not US)*

Mailing address

(leave blank if same as street address)

\_\_\_\_\_  
*(Street number and name or Post Office Box information)*

\_\_\_\_\_  
*(City) (State) (Postal/Zip Code)*

\_\_\_\_\_  
*(Province – if applicable) (Country – if not US)*

3. The registered agent name and registered agent address of the initial registered agent are

Name

(if an individual)

\_\_\_\_\_  
*(Last) (First) (Middle) (Suffix)*

**OR**

(if an entity)

The Corporation Company

*(Caution: Do not provide both an individual and an entity name.)*

The person appointed as registered agent above has consented to being so appointed.

Street address

1675 Broadway

*(Street number and name)*

Suite 1200

Denver

*(City)*

CO

*(State)*

80202

*(Postal/Zip Code)*

Mailing address

(leave blank if same as street address)

\_\_\_\_\_  
*(Street number and name or Post Office Box information)*

\_\_\_\_\_  
*(City) (State) (Postal/Zip Code)*

4. The true name and mailing address of the incorporator are

Name

(if an individual)

Hollingsworth

*(Last)*

Barry

*(First)*

*(Middle)*

*(Suffix)*

**OR**

(if an entity)

*(Caution: Do not provide both an individual and an entity name.)*

Mailing address

1099 18th Street

*(Street number and name or Post Office Box information)*

Suite 1800

Denver

*(City)*

CO

*(State)*

80202

*(Postal/Zip Code)*

*(Province – if applicable)*

*(Country – if not US)*

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

This document contains the name and address of one or more additional incorporators.

5. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

(If the following statement applies, adopt the statement by marking the box and enter the number of shares.)  
The corporation is authorized to issue 1,000 common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

(If the following statement applies, adopt the statement by marking the box and include an attachment.)  
Additional information as required by section 7-106-101 is included in an attachment.

(Caution: At least one box must be marked. Both boxes may be marked, if applicable.)

6. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_  
(mm/dd/yyyy hour:minute am/pm)

**Notice:**

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing the document to be delivered for filing are

Hollingsworth Barry \_\_\_\_\_  
(Last) (First) (Middle) (Suffix)  
c/o Katherine E. Duplay, Bartlit Beck et al.  
(Street number and name or Post Office Box information)  
1899 Wynkoop Street, 8th Floor  
\_\_\_\_\_  
Denver CO 80202  
(City) (State) (Postal/Zip Code)  
\_\_\_\_\_  
(Province - if applicable) (Country - if not US)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)  
This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

**Disclaimer:**

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

# ARTICLES OF INCORPORATION

OF

**POSHTOTS, INC.**

## ARTICLE I NAME

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

## ARTICLE II REGISTERED AGENT

The name and address of the initial registered agent of the Corporation in the State of Colorado are The Corporation Company, 1675 Broadway, Suite 1200, Denver, CO 80202.

## ARTICLE III PRINCIPAL OFFICE

The address of the initial principal office of the Corporation is 1099 18<sup>th</sup> Street, Suite 1800, Denver, Colorado 80202.

## ARTICLE IV CAPITAL STOCK

A. Authorized Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is one thousand (1,000) shares of Common Stock, par value \$0.001 per share.

B. Cumulative Voting. Cumulative voting shall not be permitted in the election of directors.

C. Action by Shareholders Without a Meeting. Any action required or permitted by the Colorado Business Corporation Act (as amended from time to time, the "CBCA") to be taken at a shareholders' meeting may be taken without a meeting if shareholders holding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all of the shares entitled to vote thereon were present and voted consent to such action in writing.

## ARTICLE V INDEMNIFICATION

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives ) in connection with a

proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors or the shareholders of the Corporation. The right to indemnification conferred by this Article shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article to the directors and officers of the Corporation. The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

#### **ARTICLE VI LIMITATION OF DIRECTOR LIABILITY**

A director's personal liability to the Corporation and its shareholders shall be limited to the fullest extent permitted by the CBCA. Any repeal or modification of this Article shall not adversely affect any right or protection of a director hereunder existing at the time of such repeal or modification.

#### **ARTICLE VII CORPORATE POWER**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on shareholders herein are granted subject to this reservation.

#### **ARTICLE VIII INCORPORATOR**

The name and mailing address of the incorporator of the Corporation are Barry Hollingsworth, 1099 18<sup>th</sup> Street, Suite 1800, Denver, Colorado 80202.