

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ice.com, LLC		11/28/2005	LIMITED LIABILITY COMPANY: NEW YORK
RECEIVING PARTY DATA			
Name:	Ice.com, Inc.		
Street Address:	1083 State Route 9		
City:	Champlain		
State/Country:	NEW YORK		
Postal Code:	12919		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3111280	ICE.COM	
CORRESPONDENCE DATA			
Fax Number:	(415)268-7522		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	dpung@mofo.com		
Correspondent Name:	Lynn M. Humphreys		
Address Line 1:	Morrison & Foerster LLP, 425 Market St.		
Address Line 4:	San Francisco, CALIFORNIA 94105-2482		
ATTORNEY DOCKET NUMBER:	59782-6009.000		
NAME OF SUBMITTER:	Lynn M. Humphreys		
Signature:	/Lynn M. Humphreys/		
Date:	01/23/2009		

CH \$40.00 3111280

Total Attachments: 8

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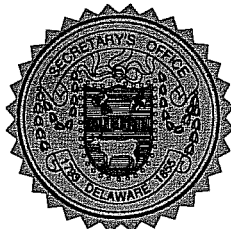
Delaware

PAGE 1

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 NEW YORK LIMITED LIABILITY COMPANY UNDER THE NAME OF "ICE.COM, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ICE.COM, LLC" TO "ICE.COM, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2005, AT 7:21 O'CLOCK P.M.

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



4067874 8100V

050963813

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4327620

DATE: 11-29-05
TRADEMARK

REEL: 003924 FRAME: 0378

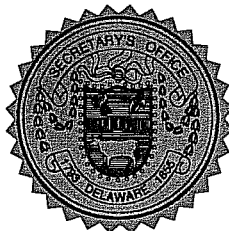
Delaware

PAGE 2

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 CERTIFICATE OF INCORPORATION OF "ICE.COM, INC." FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2005, AT 7:21 O'CLOCK P.M.

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



4067874 8100V

050963813

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4327620

DATE: 11-29-05
TRADEMARK

REEL: 003924 FRAME: 0379

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:21 PM 11/28/2005
FILED 07:21 PM 11/28/2005
SRV 050963813 - 4067874 FILE

**CERTIFICATE OF CONVERSION
OF
ICE.COM, LLC, a New York limited liability company
TO
ICE.COM, Inc., a Delaware corporation**

This Certificate of Conversion, dated as of November 18, 2005, is being duly executed and filed by Ice.com, LLC, a New York limited liability company (the "Other Entity") to convert the Other Entity into Ice.com, Inc., a Delaware corporation (the "Corporation") pursuant to Section 265 of the General Corporation Law of the State of Delaware.

1. The Other Entity was formed on September 2, 2003.
2. The Other Entity is a limited liability company formed under the laws of the State of New York.
3. The Other Entity's name immediately prior to the filing of this Certificate is Ice.com, LLC.
4. The name of the Corporation as set forth in its certificate of incorporation is Ice.com, Inc.
5. The conversion of the Other Entity to the Corporation shall be effective upon the filing of this Certificate of Conversion and a certificate of incorporation with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the date first above written.

ICE.COM, LLC



Shmuel Gniwisch, President

State of Delaware
Secretary of State
Division of Corporations
Delivered 07:21 PM 11/28/2005
FILED 07:21 PM 11/28/2005
SRV 050963813 - 4067874 FILE

CERTIFICATE OF INCORPORATION
OF
ICE.COM, INC.

ARTICLE I

The name of this corporation is Ice.com, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 3500 South Dupont Highway, City of Dover, County of Kent, Delaware 19901. The name of its registered agent at such address is Paracorp Incorporated.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

(A) **Classes of Stock.** The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 49,000,000 shares, each with a par value of \$0.0001 per share, 44,000,000 of which shall be Common Stock and 5,000,000 shares of which shall be Preferred Stock.

(B) **Rights, Preferences and Restrictions of Preferred Stock.** The Preferred Stock authorized by this Certificate of Incorporation (the "Certificate") may be issued from time to time in one or more series. The first series of Preferred Stock shall be designated "Non-voting Junior Preferred Stock" and shall consist of 5,000,000 shares. The rights, preferences, privileges, and restrictions granted to and imposed on the Preferred Stock are as set forth below in this Article IV(B).

1. **Dividend Provisions.** The holders of the Non-voting Junior Preferred Stock and Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

2. **Liquidation.** Except as set forth below in Section 3 below, in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the assets of the Corporation available for distribution to its stockholders shall be distributed to the holders of Common Stock ratably in proportion to the number of shares of Common Stock then held by each holder. Except as otherwise provided in Section 3 below, Non-voting Junior

Preferred Stock shall not participate in any distribution in connection with any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

3. **Redemption.**

(a) **Common Stock.** The Common Stock is not mandatorily redeemable or otherwise redeemable at the election of the holder.

(b) **Non-Voting Junior Preferred Stock.** Subject to Section 3(d), commencing on the first month anniversary of the Corporation's closing of an equity financing (or series of one or more related equity financings) after the date hereof, the aggregate proceeds to the Corporation of at least \$12,000,000, and on each month thereafter through the thirty-sixth (36th) month (each a "Redemption Date" and such thirty-six month period being referred to as the "Redemption Period"), the Corporation shall, to the extent it may lawfully do so, redeem an equal and proportional number of the five million (5,000,000) shares of Non-voting Junior Preferred Stock at a price per share of \$1.00 (as adjusted for stock splits, stock dividends, reclassification and the like) (the "Redemption Price").

The Redemption Price shall be sent by the Corporation to the holder of the shares being so redeemed at such holder's address as it appears on the books of the Corporation in cash or immediately available funds on, or as soon as is reasonably practicable following, each Redemption Date. If the Corporation does not have sufficient funds legally available to redeem on any Redemption Date all shares of Non-Voting Junior Preferred Stock to be redeemed on such date, the Corporation shall redeem a pro rata portion of each holder's redeemable shares out of funds legally available therefor, based on the respective amounts which would otherwise be payable in respect of the shares to be redeemed if the legally available funds were sufficient to redeem all such shares, and shall redeem the remaining shares to have been redeemed (the "Remaining Redeemable Shares") as soon as practicable after the Corporation has funds legally available therefor. In the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the Remaining Redeemable Shares, if any, shall be redeemed prior to the Corporation's making any distribution to the holders of Common Stock under Section 2.

(c) **Procedure for Cancellation of Redeemed Shares; Effect of Redemption.** The Corporation shall not issue physical stock certificates representing the shares of Non-voting Junior Preferred Stock outstanding, but the Corporation shall maintain a ledger of the number of unredeemed shares of Non-voting Junior Preferred Stock outstanding. On each Redemption Date, the Corporation shall record the number of shares of Non-voting Junior Preferred Stock redeemed and each redeemed share shall be deemed to have been surrendered and cancelled on the books of the Corporation (with fractional shares being rounded up or down to the next whole share). All rights of the holder in such Redeemed Shares shall cease and such shares shall not thereafter be transferred on the books of the Corporation or be deemed to be outstanding for any purpose whatsoever (except for the right to receive the redemption price therefore, as described below). The shares of Non-voting Junior Preferred Stock not redeemed shall remain outstanding and entitled to all the rights provided herein.

(d) **Termination of Redemption Rights: Corporation Right to Repurchase; Acceleration.** Unless otherwise determined by the Board of Directors, if, at any time prior to the date that is three years from the date of the Corporation's closing, after the date hereof, of an equity financing with proceeds to the Corporation of at least \$3,000,000, Shmuel Gniwisch either resigns from his employment with the Corporation without Good Reason (as defined below), dies, becomes disabled (as determined by the Board of Directors) or his employment with the Corporation is terminated with Cause (as defined below), the right to have any then unredeemed shares of Non-voting Junior Preferred Stock (the "**Unredeemed Shares**") redeemed pursuant to this Section 3, shall cease, all rights of the Unredeemed Shares as provided in these Certificate shall terminate and any Unredeemed Shares of Non-voting Junior Preferred Stock shall be subject to immediate repurchase by the Corporation at par value. If Shmuel Gniwisch resigns with Good Reason or is terminated without Cause, all remaining Unredeemed Shares of Non-voting Junior Preferred Stock shall be promptly redeemed at a purchase price per share equal to the Redemption Price. For purposes of this Section 3, (x) "**Good Reason**" shall mean the occurrence of any of the following events or conditions: (i) Shmuel Gniwisch no longer holds or accepts the position of full-time Chief Executive Officer of the Corporation or such other position as determined by the Board of Directors, in good faith; (ii) a material reduction in Shmuel Gniwisch's annual base salary, other than in connection with a general reduction applicable to all Corporation executive employees; or (iii) the Corporation's requiring Shmuel Gniwisch (without Shmuel Gniwisch's consent) to be based at any place outside a 50-mile radius of his then-current place of business, except for reasonably required travel for the Corporation's business; and (y) "**Cause**" shall mean: (i) the conviction of any felony or any crime involving moral turpitude; (ii) the participation in a fraud or act of dishonesty against the Corporation which adversely affects the Corporation in a material way; (iii) causing intentional, material damage to the Corporation's property or business; (iv) conduct which constitutes gross insubordination or incompetence; or (v) conduct which demonstrates habitual neglect of duties; provided, that the action or conduct described in clauses (iv) and (v) will constitute "Cause" only if such action or conduct has not been cured within 30 days after the Corporation has notified Shmuel Gniwisch in writing.

4. **Voting Rights.**

(a) **Voting Rights.** Each holder of Common Stock shall have the right to one vote per share of Common Stock, and shall be entitled to notice of any stockholders' meeting in accordance with the Bylaws of the Corporation, and shall be entitled to vote upon such matters and in such manner as may be provided by law.

(b) **Non-Voting Junior Preferred Stock.** Except as otherwise required by law, shares of Non-voting Junior Preferred Stock shall not be entitled to vote on any matter submitted to the vote of the shareholders or any class or series thereof and, accordingly, shall not be entitled to any notice of stockholders' meeting or other notice of consents as may be provided to other shareholders. The rights, preferences and privileges of the Non-Voting Junior Preferred Stock may be amended only with the consent of the holders of a majority of the then outstanding Non-Voting Junior Preferred Stock, and any such amendment shall be binding on the holders of all of the then outstanding Non-Voting Junior Preferred Stock.

ARTICLE V

The Board of Directors is expressly authorized to make, alter or repeal Bylaws of the Corporation.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VII

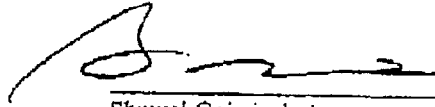
(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision."

[signature page follows]

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, and, accordingly, have hereto set my hand this 29th day of November, 2005.



Shmuel Gniwisch, Incorporator

Shmuel Gniwisch
C/O Ice.Com
1085 St. Alexander, #102
Montreal, Quebec
H2Z1P4
Canada