

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|----------------------------------|--|-----------------------|---------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Generate Holding Company LLC | | 12/20/2007 | LIMITED LIABILITY COMPANY: CALIFORNIA |
| RECEIVING PARTY DATA | | | |
| Name: | Generate Holdings, Inc. | | |
| Street Address: | 1545 26th Street, Suite 200 | | |
| City: | Santa Monica | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 90404 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 78821012 | GENERATE | |
| Serial Number: | 78821029 | GENERATE | |
| Serial Number: | 78821020 | GENERATE MANAGEMENT | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (415)984-8701 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 415-984-8700 | | |
| Email: | aechery@omm.com | | |
| Correspondent Name: | Mark E. Miller, Esq. | | |
| Address Line 1: | O'Melveny & Myers LLP | | |
| Address Line 2: | Two Embarcadero Center, 28th Floor | | |
| Address Line 4: | San Francisco, CALIFORNIA 94111 | | |
| ATTORNEY DOCKET NUMBER: | 0302530-04 | | |
| NAME OF SUBMITTER: | Alexandra C. Echery | | |

CH \$90.00 78821012

| | |
|---|------------|
| Signature: | /ace/ |
| Date: | 02/04/2009 |
| Total Attachments: 4 source=Generate Holding Company LLC to Generate Holdings, Inc.- DE Certificate#page1.tif source=Generate Holding Company LLC to Generate Holdings, Inc.- DE Certificate#page2.tif source=Generate Holding Company LLC to Generate Holdings, Inc.- DE Certificate#page3.tif source=Generate Holding Company LLC to Generate Holdings, Inc.- DE Certificate#page4.tif | |

Delaware

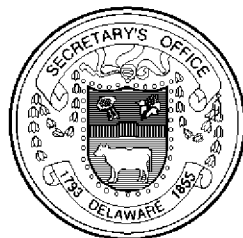
PAGE 1

The First State

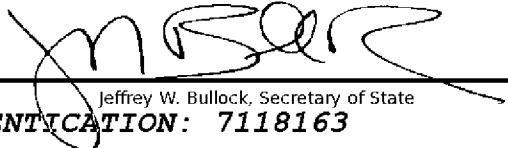
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "GENERATE HOLDING COMPANY LLC", CHANGING ITS NAME FROM "GENERATE HOLDING COMPANY LLC" TO "GENERATE HOLDINGS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2007, AT 6:37 O'CLOCK P.M.

4478651 8100

090102112



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7118163

DATE: 02-04-09

TRADEMARK
REEL: 003930 FRAME: 0157

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is California.
- 2.) The jurisdiction immediately prior to filing this Certificate is California.
- 3.) The date the Limited Liability Company first formed is 02/17/2006.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Generate Holding Company LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Generate Holdings, Inc.


IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 20th day of December, A.D. 2007.

By: _____

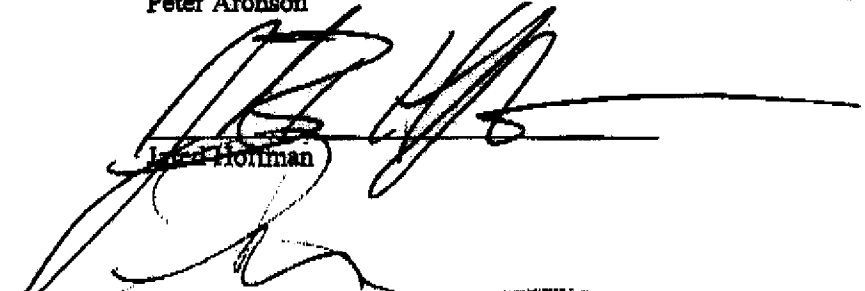
Name: See attached signatures
Print or Type

Title: _____
Print or Type


MANAGERS:



Peter Aronson



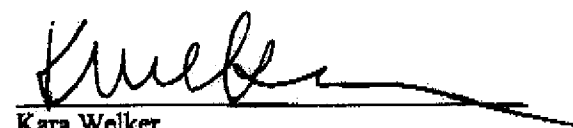
Isaac Hoffman




Jordan Levin



David Rath



Kara Welker



Ivana Ma

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

• **First:** The name of this Corporation is Generate Holdings, Inc.

• **Second:** Its registered office in the State of Delaware is to be located at
32 W. Loockerman Street, in the City of Dover
County of Kent Zip Code 19904.

The registered agent in charge thereof is _____
Registered Agent Solutions, Inc.

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

• **Fourth:** The amount of the total stock of this corporation is authorized to issue is
100,000 shares (number of authorized shares) with a par value of
\$0.01 per share.

• **Fifth:** The name and mailing address of the incorporator are as follows:
Name Jennifer H. Stone, c/o Foley & Lardner LLP
Mailing Address 555 S. Flower Street, Suite 3500
Los Angeles, CA Zip Code 90071

• **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, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this
20th day of December, A.D. 2007.

BY: 
(Incorporator)

NAME: Jennifer H. Stone
(type or print)