

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion from LLC to Corporation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Enand Ventures, LLC		01/09/2009	LIMITED LIABILITY COMPANY: OREGON
RECEIVING PARTY DATA			
Name:	Zapproved, Inc.		
Street Address:	19075 NW Tanasbourne Drive, Suite 120		
City:	Hillsboro		
State/Country:	OREGON		
Postal Code:	97124		
Entity Type:	CORPORATION: OREGON		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77496488	Z	
Serial Number:	77496345	ZAPPROVED	
CORRESPONDENCE DATA			
Fax Number:	(503)914-1619		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	503 906 7904		
Email:	gregzafiris@accellegal.com		
Correspondent Name:	Gregory Zafiris		
Address Line 1:	12725 SW Millikan Way, Suite 300		
Address Line 4:	Beaverton, OREGON 97005		
ATTORNEY DOCKET NUMBER:	ZAPPROVED		
NAME OF SUBMITTER:	Gregory A. Zafiris		
Signature:	/Gregory A. Zafiris/		

OP \$65.00 77496488

Date:

04/19/2010

Total Attachments: 7

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Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.filinginoregon.com

Registry Number: 495239-96
Type: DOMESTIC BUSINESS CORPORATION

Next Renewal Date: 02/04/2009

ZAPPROVED INC.
1120 NW COUCH ST 10TH FL
PORTLAND OR 97209-4128

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed above. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document

ARTICLES OF CONVERSION

Filed On

01/09/2009

Jurisdiction

OREGON

Name

ZAPPROVED INC.

Registered Agent

NATIONAL REGISTERED AGENTS, INC.
3533 FAIRVIEW INDUSTRIAL DR SE
SALEM OR 97302

Mailing Address

1120 NW COUCH ST 10TH FL
PORTLAND OR 97209-4128



Phone: (503) 986-2200
Fax: (503) 378-4381

Articles of Conversion—Business Entities

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
FilingInOregon.com

FILED

JAN 09 2009

OREGON
SECRETARY OF STATE

REGISTRY NUMBER: 495239-96

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website.

For office use only

Please Type or Print Legibly in Black Ink.

1) NAME OF BUSINESS ENTITY PRIOR TO CONVERSION

Enand Ventures, LLC

2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION

Limited Liability Company

3) NAME OF BUSINESS ENTITY AFTER CONVERSION

Zapproved Inc.

4) TYPE OF BUSINESS ENTITY AFTER CONVERSION

Corporation

5) A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

6) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

7) EXECUTION

Signature

Printed Name

Monica Enand

Title

Member

8) CONTACT NAME (To resolve questions with this filing.)

Lesia Hays

DAYTIME PHONE NUMBER (Include area code.)

503.727.2155

FEEES

Required Processing Fee \$50
Confirmation Copy (Optional) \$5
Processing Fees are nonrefundable.

Please make check payable to
"Corporation Division."

NOTE:

Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

PLAN OF CONVERSION

ENAND VENTURES, LLC
an Oregon limited liability company

INTO

ZAPPROVED INC.
an Oregon corporation

1. The name and type of the business entity before conversion is Enand Ventures, LLC, an Oregon limited liability company (the "Oregon LLC").
2. The name and type of the business entity after conversion is Zapproved Inc., an Oregon corporation (the "Oregon Corporation").
3. The Oregon LLC shall be converted into the Oregon Corporation (the "Conversion") by the filing of Articles of Conversion with the Secretary of State of Oregon (to which this Plan of Conversion shall be attached). The Conversion shall be effective upon the filing of the Articles of Conversion with the Secretary of State of the State of Oregon and shall occur in accordance with the applicable provisions of the Oregon Limited Liability Company Act, ORS Chapter 63, and the Oregon Business Corporation Act, ORS Chapter 60.
4. The sole member of the Oregon LLC will become the sole shareholder of the Oregon Corporation and, upon the effectiveness of the Conversion, the sole member's membership interest in the Oregon LLC will be converted into 1,000,000 shares of common stock, par value \$0.0001 per share, of the Oregon Corporation.
5. Effective upon the Conversion, the Oregon Corporation will be governed by the Articles of Incorporation included as Schedule A to the Articles of Conversion as filed with the Secretary of State of Oregon.
6. The names and addresses of the President, Chief Executive Officer and Secretary of the Oregon Corporation are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Monica Enand	President, Chief Executive Officer and Secretary	2940 NW Circle A Drive Portland, OR 97229

SCHEDULE A
ARTICLES OF INCORPORATION
OF
ZAPPROVED INC.

69298-0001/LEGAL15123359.1

TRADEMARK
REEL: 004188 FRAME: 0530

ARTICLES OF INCORPORATION

OF

ZAPPROVED INC.

ARTICLE 1 - NAME

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

ARTICLE 2 - DURATION

The period of the Corporation's duration shall be perpetual.

ARTICLE 3 - PURPOSES AND POWERS

The purpose for which the Corporation is organized is to engage in any business, trade or activity which may lawfully be conducted by a corporation organized under the Oregon Business Corporation Act.

The Corporation shall have the authority to engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the Corporation and to exercise any and all powers authorized or permitted under any laws that may be now or hereafter applicable or available to the Corporation.

ARTICLE 4 - SHARES

4.1 Authorized Capital

The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares of stock which the Corporation shall have authority to issue shall be 25,000,000 consisting of 20,000,000 shares of Common Stock, having a par value of \$0.0001 per share, and 5,000,000 shares of Preferred Stock, having a par value of \$0.0001 per share.

4.2 Common Stock

Subject to any preferential or other rights granted to any series of Preferred Stock, the holders of shares of the Common Stock shall be entitled to receive dividends out of funds of the Corporation legally available therefor, at the rate and at the time or times as may be provided by the Board of Directors and shall be entitled to receive distributions legally payable to shareholders on the liquidation of the Corporation. The holders of shares of Common Stock, on the basis of one vote per share, shall have the right to vote for the election of members of the Board of Directors of the Corporation and the right to vote on all other matters, except where a separate class or series of the Corporation's shareholders vote by class or series.

4.3 Preferred Stock

Except as otherwise expressly prohibited by the provisions of these Articles of Incorporation of the Corporation, shares of Preferred Stock may be issued from time to time in one or more series in any manner permitted by law as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for the issuance thereof, prior to the issuance of any shares thereof. The Board of Directors shall have the authority to fix and determine, subject to the provisions hereof, the rights and preferences of the shares of any series so established.

4.4 Distributions to Shareholders

The Board of Directors' right to authorize and make distributions to its shareholders is subject to the restrictions set forth in ORS 60.181 and such other applicable legal restrictions as are or may hereafter become effective; provided, however, that for purposes of the determination to be made by the Board of Directors pursuant to ORS 60.181(3), the Board of Directors need not consider the amount that would be needed, if the Corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of shareholders whose preferential rights are superior to those receiving the distribution.

ARTICLE 5 - SHAREHOLDER ACTION WITHOUT MEETING

Action required or permitted by the Oregon Business Corporation Act or these Articles of Incorporation to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote on the action were present and voted.

ARTICLE 6 - LIMITATION OF DIRECTOR LIABILITY

To the fullest extent that the Oregon Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, a director of the Corporation shall not be liable to the Corporation or its shareholders for any monetary damages for conduct as a director. Any amendment to or repeal of this Article or amendment to the Oregon Business Corporation Act shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE 7 - INDEMNIFICATION

To the fullest extent not prohibited by law, the Corporation: (i) shall indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director of the Corporation, and (ii) may indemnify any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was an officer, employee or agent of the Corporation, or a

fiduciary (within the meaning of the Employee Retirement Income Security Act of 1974), with respect to any employee benefit plan of the Corporation, or serves or served at the request of the Corporation as a director or officer of, or as a fiduciary (as defined above) of an employee benefit plan of, another corporation, partnership, joint venture, trust or other enterprise. This Article shall not be deemed exclusive of any other provisions for the indemnification of directors, officers, employees, or agents that may be included in any statute, bylaw, agreement, resolution of shareholders or directors or otherwise, both as to action in any official capacity and action in any other capacity while holding office, or while an employee or agent of the Corporation. For purposes of this Article, "Corporation" shall mean the corporation incorporated hereunder and any successor thereof.

ARTICLE 8 - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation and the address of its registered office are as follows:

National Registered Agents, Inc.
3533 Fairview Industrial Drive SE
Salem, OR 97302

ARTICLE 9 - NOTICES

The address where the State of Oregon Corporation Division may mail notices to the Corporation is:

1120 NW Couch Street, Tenth Floor
Portland, OR 97209-4128