

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
Brain Pharma, Inc.		01/12/2011	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	Brain Pharma, LLC		
Street Address:	3701 SW 47TH AVENUE		
Internal Address:	SUITE 104		
City:	Davie		
State/Country:	FLORIDA		
Postal Code:	33314		
Entity Type:	LIMITED LIABILITY COMPANY: FLORIDA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85108467	ROXYLEAN ECA	
Serial Number:	85078788	SUPER PRO	
Registration Number:	3894828	1MR	
CORRESPONDENCE DATA			
Fax Number:	(305)830-2605		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3058302600		
Email:	tmmiami@fggbb.com		
Correspondent Name:	Fleit Gibbons Gutman Bongini & Bianco PL		
Address Line 1:	21355 East Dixie Highway		
Address Line 2:	Suite 115		
Address Line 4:	Miami, FLORIDA 33180		
ATTORNEY DOCKET NUMBER:	5120-T11-004,005,006		
NAME OF SUBMITTER:	Leticia Guerra		

OP \$90.00 85108467

900184283

TRADEMARK
REEL: 004480 FRAME: 0065

Signature:	/Leticia Guerra/
Date:	02/16/2011
Total Attachments: 5 source=Change of Entity doc#page1.tif source=Change of Entity doc#page2.tif source=Change of Entity doc#page3.tif source=Change of Entity doc#page4.tif source=Change of Entity doc#page5.tif	

L11000005393

Brian Pharma, INC
(Requestor's Name)

110 SE 10th St.
(Address)

(Address)

Ft. Lauderdale, FL 33302
(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

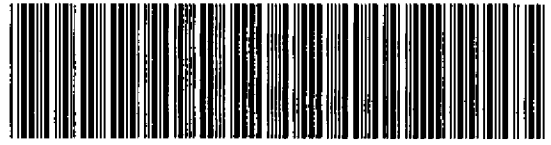
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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2011 JAN 12 AM 09 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

JAN 13 2011

EXAMINER

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
Brain Pharma, Inc.

808-56881

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a corporation.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on June 10, 2008.
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

Brain Pharma, LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____.
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 JAN 12 AM 10:59

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Signed this _____ day of January 2011.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: _____
Printed Name: Derek M. Ettinger Title: Manager

Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: _____
Printed Name: Derek M. Ettinger Title: President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Brain Pharma, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

3701 SW 47th Avenue, Suite 104
Davie, FL 33314

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

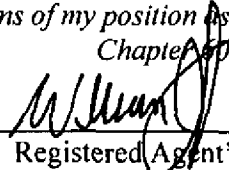
William J. Gross, Esq.
Name
c/o Tripp Scott, P.A., 110 SE 6th Street, 15th Floor
Florida street address (P.O. Box **NOT** acceptable)
Fort Lauderdale FL 33301
City, State, and Zip

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..



Registered Agent's Signature (REQUIRED)

(CONTINUED)
Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR _____

Derek M. Ettinger _____

3701 SW 47th Avenue, Suite 104 _____

Davie, FL 33314 _____

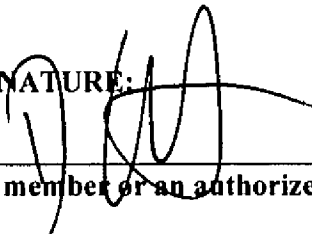
(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND 2)** must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date is listed therein.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Derek M. Ettinger, Member

Typed or printed name of signee

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 JAN 12 4:11 PM '11

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Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)