

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		Conversion	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
AquaGenus, LLC		03/25/2010	LIMITED LIABILITY COMPANY: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	AquaGenus, Inc.		
<b>Street Address:</b>	7755 Center Avenue, Suite 1100		
<b>City:</b>	Huntington Beach		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92647		
<b>Entity Type:</b>	CORPORATION: NEVADA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3813422	AQUAHYDRATE	
<b>Registration Number:</b>	3787418	AQUAGENUS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(202)342-8451		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	202-342-8400		
<b>Email:</b>	ytavakoli@kelleydrye.com		
<b>Correspondent Name:</b>	David J. Ervin		
<b>Address Line 1:</b>	3050 K Street NW, Suite 400		
<b>Address Line 2:</b>	Kelley Drye & Warren, LLP		
<b>Address Line 4:</b>	Washington, DISTRICT OF COLUMBIA 20007		
<b>ATTORNEY DOCKET NUMBER:</b>	020478.0600		
<b>NAME OF SUBMITTER:</b>	David J. Ervin		
<b>Signature:</b>	/DJE/		

CH \$65.00 3813422

Date:

05/16/2011

Total Attachments: 3

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ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684 5708  
 Website: www.nvsos.gov

**Articles of Conversion**  
 (PURSUANT TO NRS 92A.205)  
 Page 1

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20100186736-44</b>
	Filing Date and Time <b>03/24/2010 4:30 PM</b>
	Entity Number <b>LLC10968-2003</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Articles of Conversion**  
 (Pursuant to NRS 92A.205)

**1. Name and jurisdiction of organization of constituent entity and resulting entity:**

AquaGenus, LLC  
 Name of constituent entity

Nevada  
 Jurisdiction

limited liability company  
 Entity type \*

and,

AquaGenus, Inc.  
 Name of resulting entity

Nevada  
 Jurisdiction

Corporation  
 Entity type \*

**2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.**

**3. Location of plan of conversion: (check one)**

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

\* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 1  
 Revised: 10-16-09



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**Articles of Conversion**  
 (PURSUANT TO NRS 92A.205)  
**Page 2**

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**4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):**

Attn: n/a  
 c/o: n/a

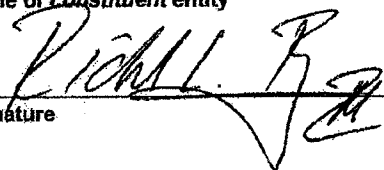
**5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240)\***  
 March 25, 2010

**6. Signatures - must be signed by:**

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

AquaGenus, LLC

Name of constituent entity

X   
 Signature

CEO  
 Title

March 24, 2010  
 Date

\* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

**FILING FEE: \$350.00**

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State 92A Conversion Page 2  
 Revised: 10-16-09



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 204 North Carson Street, Suite 4  
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\*040101\*

**Articles of Incorporation**  
 (PURSUANT TO NRS CHAPTER 78)

Filed in the office of 	Document Number <b>20100186737-55</b>
Ross Miller Secretary of State State of Nevada	Filing Date and Time <b>03/24/2010 4:30 PM</b>
	Entity Number <b>LLC10968-2003</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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<b>1. Name of Corporation:</b>	AquaGenus, Inc.		
<b>2. Registered Agent for Service of Process:</b> (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: <b>Paracorp Incorporated</b> Name		
	<input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below)		
	Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity		
	Street Address	City	Nevada Zip Code
<b>3. Authorized Stock:</b> (number of shares corporation is authorized to issue)	Number of shares with par value:	155,000,000	Par value per share: \$ 0.001
	Number of shares without par value:		
<b>4. Names and Addresses of the Board of Directors/Trustees:</b> (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) <b>Richard L. Berry, III</b> Name		
	7755 Center Ave. Suite 1100	Huntington Beach	CA 92647
	Street Address	City	State Zip Code
	2) <b>Troy Beers</b> Name		
	7755 Center Ave. Suite 1100	Huntington Beach	CA 92647
	Street Address	City	State Zip Code
<b>5. Purpose:</b> (optional; see instructions)	The purpose of the corporation shall be: any lawful purpose		
<b>6. Name, Address and Signature of Incorporator:</b> (attach additional page if more than one incorporator)	David Hunt <input checked="" type="checkbox"/>		
	Name Incorporator Signature		
	66 Exchange Place	Salt Lake City	UT 84111
	Address	City	State Zip Code
<b>7. Certificate of Acceptance of Appointment of Registered Agent:</b>	I hereby accept appointment as Registered Agent for the above named Entity.		
	<input checked="" type="checkbox"/>		3-24-2010
	Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity		Date

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 78 Articles  
 Revised: 4-10-09