

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
AquaGenus, Inc.		03/30/2010	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	AquaHydrate, Inc.		
Street Address:	937 S. Via Lata, Suite #100		
City:	Colton		
State/Country:	CALIFORNIA		
Postal Code:	92324		
Entity Type:	CORPORATION: NEVADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3813422	AQUAHYDRATE	
Registration Number:	3787418	AQUAGENUS	
CORRESPONDENCE DATA			
Fax Number:	(202)342-8451		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-342-8400		
Email:	ytavakoli@kelleydrye.com		
Correspondent Name:	David J. Ervin		
Address Line 1:	3050 K Street NW, Suite 400		
Address Line 2:	Kelley Drye & Warren, LLP		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20007		
ATTORNEY DOCKET NUMBER:	020478.0600		
NAME OF SUBMITTER:	David J. Ervin		
Signature:	/DJE/		

CH \$65.00 3813422

Date:

05/16/2011

Total Attachments: 6

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ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4620
 (775) 684 5708
 Website: www.nvsos.gov

**Certificate to Accompany
 Restated Articles or
 Amended and Restated Articles**
 (PURSUANT TO NRS)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20100209660-36
	Filing Date and Time 03/31/2010 1:45 PM
	Entity Number LLC10968-2003

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation

(Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.355 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

AquaGenus, Inc.

2. The articles are: (mark only one box) Restated Amended and Restated

Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box:*

- No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:
The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.
- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

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 Restated Articles
Revised: 10-16-09



090201



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

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

AquaHydrate, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Name change, designation of preferred stock.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 67%

4. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X

Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

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 Amend Profit-After
Revised: 3-6-09

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AQUAHYDRATE, INC.**

1. The name of the Corporation is AquaHydrate, Inc.
2. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Nevada Revised Statutes, as amended ("NRS").
3. The aggregate number of shares of stock which the Corporation shall have the authority to issue is 150,000,000 shares of the par value of \$0.001 per share designated as Common Stock and 5,000,000 shares of the par value of \$0.001 per share designated as Preferred Stock. The Board of Directors is expressly authorized, prior to issuance, to prescribe the classes, series and the number of each class or series of stock and the voting powers, designations, preferences, limitations, restrictions and relative rights of each class or series of stock, as follows:
 - a. The Preferred Stock may be issued from time to time by the Board of Directors, as provided in NRS Sections 78.195, 78.1955 and 78.196, as shares of one or more series of Preferred Stock, and the Board of Directors is expressly authorized, prior to issuance, to prescribe the following in the resolution or resolutions providing for the issuance of shares of each particular series:
 - (i) The distinctive serial designation of such series which shall distinguish it from other series;
 - (ii) The number of shares included in such series, which number may be increased or decreased from time to time unless otherwise provided by the Board of Directors in creating the series;
 - (iii) The annual dividend rate (or method of determining such rate) for shares of such series and the date or dates upon which such dividends shall be payable;
 - (iv) Whether dividends on the shares of such series shall be cumulative, and, in the case of shares of any series having cumulative dividend rights, the date or dates or method of determining the date or dates from which dividends on the shares of such series shall be cumulative;
 - (v) The amount or amounts which shall be paid out of the assets of the Corporation to the holders of the shares of such series upon voluntary or involuntary liquidation, dissolution or winding up of the Corporation;
 - (vi) The price or prices at which, the period or periods within which, and the terms and conditions upon which the shares of such series may be

redeemed, in whole or in part, at the option of the Corporation;

(vii) The obligation, if any, of the Corporation to purchase or redeem shares of such series pursuant to a sinking fund or otherwise and the price or prices at which, the period or periods within which, and the terms and conditions upon which the shares of such series shall be redeemed, in whole or in part, pursuant to such obligation;

(viii) Except as set out in Section 4(d)(i) through 4(d)(v) below and as so limited, the Corporation shall be prohibited from designating or issuing preferred stock that is convertible into any other of the Corporation's securities;

(ix) Except as set out in Section 4(d)(i) through 4(d)(v) below and as so limited, the Corporation shall be prohibited from designating or issuing preferred stock that have voting rights or authority to vote along with or against the holders of the Corporation's common shares;

(x) The ranking of the shares of the series as compared with shares of other series of the Preferred Stock in respect of the right to receive dividends; and

(xi) Any other voting powers, designations, preferences, limitations, restrictions and relative rights of each class or series of stock not inconsistent herewith or with applicable law.

b. All shares of Preferred Stock shall rank senior to the Common Shares in respect of the right to receive dividends and the right to receive payments out of the assets of the Corporation upon voluntary or involuntary liquidation, dissolution or winding up of the Corporation. Shares of any class or series may be issued as a share dividend in respect of shares of another class or series. The Corporation may issue uncertificated shares of some or all of the shares of any or all of its classes or series. All shares of Preferred Stock redeemed, purchased or otherwise acquired by the Corporation (including shares surrendered for conversion) shall be canceled and thereupon restored to the status of authorized but unissued shares of Preferred Stock undesignated as to series.

c. Except as otherwise provided by the Board of Directors in accordance with paragraph a. above in respect of any series of the Preferred Stock, all voting rights of the Corporation shall be vested in the holders of the Common and Preferred Stock who shall be entitled to one vote per share.

d. In connection with the conversion of AquaHydrate, LLC, a Nevada limited liability company into the Corporation, the Corporation hereby designates preferred stock pursuant to NRS Sections 78.195 as follows:

(i) Preferred Series A Stock. The Corporation, at its option, at any time, may redeem any number of shares of outstanding preferred stock at a rate of \$1.00 per share, plus any accrued

preferred dividend. Preferred Series A Stock shall have preferred dividend rights equal to 5% per year on a cumulative noncompounded basis.

(ii) Preferred Series B Stock. The Corporation, at its option, at any time, may redeem any number of shares of outstanding preferred stock at a rate of \$1.00 per share, plus any accrued preferred dividend. Preferred Series B Stock shall have preferred dividend rights equal to 5% per year on a cumulative noncompounded basis.

(iii) Preferred Series C Stock. The Corporation, at its option, at any time, may redeem any number of shares of outstanding preferred stock at a rate of \$2.00 per share, plus any accrued preferred dividend. Preferred Series C Stock shall have preferred dividend rights equal to 5% per year on a cumulative noncompounded basis.

(iv) Preferred Series D Stock. The Corporation, at its option, at any time, may redeem any number of shares of outstanding preferred stock at a rate of \$2.00 per share, plus any accrued preferred dividend. Preferred Series D Stock shall have preferred dividend rights equal to 8% per year on a cumulative noncompounded basis.

(v) Preferred Series E Stock. The Corporation, at its option, at any time, may redeem any number of shares of outstanding preferred stock at a rate of \$1.00 per share, plus any accrued preferred dividend. Preferred Series E Stock shall have preferred dividend rights equal to 8% per year on a cumulative noncompounded basis.

Notwithstanding any contradictory language in these Articles, the preferred stock shares designated in the foregoing Section 4(d)(i) through 4(d)(v) shall be issued solely to replace the comparable preferred member units in connection with conversion of the company from a limited liability company to a corporation. No additional shares designated in the foregoing Section 4(d)(i) through 4(d)(v) shall be issued at any time.

e. The Corporation hereby designates 2010 Priority Preferred Stock pursuant to NRS Sections 78.195 as follows:

(i) 2010 Priority Preferred Stock. Holders of the 2010 Priority Preferred Stock shall be entitled to a preferred simple cumulative annual dividend. The 2010 Priority Preferred Shares shall have liquidation and redemption preferences to all other classes of stock, including preferred stock series A through E. The conversion and dividend rights as to the 2010 Priority Preferred Shares may be designated by further designation by the board of directors.

4. The members of the governing board of the Corporation are styled as directors of the Corporation. The bylaws of the Corporation shall specify or fix the number of individuals which shall constitute the board of directors of the Corporation which number may be increased or decreased by amendment to the bylaws of the Corporation.

5. These articles of incorporation may be amended by the affirmative vote of stockholders owning and voting at least a super-majority of the outstanding common stock of the Corporation. Unexercised warrants, options and preferred stock shall have no voting authority.

6. The board of directors of the Corporation is expressly authorized to adopt, amend or repeal bylaws of the Corporation by unanimous written consent.

7. No director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for damages for breach of fiduciary duty as a director or officer of the Corporation. The foregoing sentence, notwithstanding, the liability of a director or officer is not eliminated or limited for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or (ii) the payment of distributions in violation of NRS Section 78.300.

8. The period of duration of the Corporation is perpetual.

Dated March 30, 2010.

A handwritten signature in black ink, appearing to read "Richard L. Berry, III". The signature is stylized with a large, sweeping "R" and "B".

Richard L. Berry, III