

MICHAEL A. JAFFE, KUSNER & JAFFE COMPANY:6151 WILSON MILLS ROAD

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

07/06/2011
900196308

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	State of Delaware - Certificate of Conversion of an Ohio Corporation to a Delaware Corporation

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VALVEXCHANGE, INC.		12/21/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	VALVEXCHANGE, INC.
Street Address:	12635 East Montview Boulevard, Unit 214
City:	Aurora
State/Country:	COLORADO
Postal Code:	80010
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1 STATE OF ORGANIZATION: DELAWARE

Property Type	Number	Word Mark
Registration Number:	2897597	VALVEXCHANGE

CORRESPONDENCE DATA

Fax Number: (440)684-1095
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 440-684-1090
 Email: lcahill@kusnerjaffe.com
 Correspondent Name: Michael A. Jaffe, Kusner & Jaffe
 Address Line 1: 6151 Wilson Mills Road
 Address Line 2: Highland Place - Suite 310
 Address Line 4: Highland Heights, OHIO 44143

ATTORNEY DOCKET NUMBER:	IV7439US
NAME OF SUBMITTER:	Michael A. Jaffe
Signature:	/Michael A. Jaffe/

CPI \$40.00 2897597

MICHAEL A. JAFFE, KUSNER & JAFFE COMPANY: 6151 WILSON MILLS ROAD

Date:

07/06/2011

Total Attachments: 6

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF AN OHIO CORPORATION UNDER THE NAME OF "VALVEXCHANGE, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4478559 8100V

071352580



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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6268160

DATE: 12-27-07

TRADEMARK
REEL: 004583 FRAME: 0387

MICHAEL A. JAFFE, KUSNER & JAFFE COMPANY:6151 WILSON MILLS ROAD

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:20 AM 12/21/2007
FILED 11:01 AM 12/21/2007
SRV 071352580 - 4478559 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION TO
A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

1. The jurisdiction where the Non-Delaware Corporation first formed is Ohio.
2. The jurisdiction immediately prior to filing this Certificate is Ohio.
3. The date the Non-Delaware Corporation first formed is January 16, 1998.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate is ValveXchange, Inc.
5. The name of the Corporation as set forth in the Certificate of Incorporation is ValveXchange, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 21st day of December, 2007.

ValveXchange, Inc.

By: 

Name: Ivan Vesely, President

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MICHAEL A. JAFFE, KUSNER & JAFFE COMPANY:6151 WILSON MILLS ROAD

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "VALVEXCHANGE, INC." FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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MICHAEL A. JAFFE, KUSNER & JAFFE COMPANY:6151 WILSON MILLS ROAD

State of Delaware
Secretary of State
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CERTIFICATE OF INCORPORATION

OF

VALVEXCHANGE, INC.

**ARTICLE I.
NAME**

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

**ARTICLE II.
REGISTERED AGENT**

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, County of New Castle, Delaware 19808. The name of the Corporation's registered agent at such address is Corporation Service Corporation.

**ARTICLE III.
PURPOSE**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware as it may be amended from time to time (the "DGCL").

**ARTICLE IV.
STOCK**

The Corporation shall be authorized to issue one class of stock, par value of \$.001, to be designated "Common Stock." The total number of shares of Common Stock the Corporation shall have authority to issue is 20,000,000.

**ARTICLE V.
INCORPORATOR**

The name and mailing address of the sole incorporator are as follows: Ivan Vesely, 12635 East Montview Blvd., Aurora, CO 80010.

**ARTICLE VI.
DURATION**

The Corporation is to have perpetual existence.

MICHAEL A. JAFFE, KUSNER & JAFFE COMPANY: 6151 WILSON MILLS ROAD

ARTICLE VII.
BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

ARTICLE VIII.
STOCKHOLDERS MEETINGS

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation. Election of directors need not be by written ballot unless the Bylaws of the Corporation so provide.

ARTICLE IX.
INDEMNIFICATION

The Corporation shall indemnify each of its directors and officers to the fullest extent permitted by the DGCL (but in the case of any amendment, in regard to an act or omission prior to the amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than the DGCL permitted the Corporation to provide prior to such amendment), or any other applicable laws as presently or hereinafter in effect. In addition, the Corporation may indemnify such of its employees, fiduciaries and agents as it may deem advisable. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person that provide for indemnification greater or different than that provided in this Article IX.

Any repeal or modification of this Article IX by the stockholders of the Corporation shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

ARTICLE X.
ELIMINATION OF LIABILITY

No director of the Corporation shall have any personal liability for monetary damages to the Corporation or its stockholders for breach of his or her fiduciary duty as a director, except to the extent such elimination of liability or limitation thereof is not permitted under the DGCL. If the DGCL hereafter is amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended. Any repeal or modification of this Article X shall not adversely affect any right or protection of a director of the Corporation under this Article X, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article X, prior to such repeal or modification.

MICHAEL A. JAFFE, KUSNER & JAFFE COMPANY:6151 WILSON MILLS ROAD

ARTICLE XI.
BUSINESS COMBINATIONS

The Corporation expressly elects not to be governed by Section 203 of the DGCL.

ARTICLE XII.
CERTIFICATE AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the DGCL, do make this certificate hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand on the 20th day of December, 2007.



Ivan Vesely, Incorporator

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