

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tom Joseph, Inc.		06/10/2011	CORPORATION: WISCONSIN
RECEIVING PARTY DATA			
Name:	Tom Joseph, Inc.		
Street Address:	443 South Creek Drive		
City:	Osprey		
State/Country:	FLORIDA		
Postal Code:	34229		
Entity Type:	CORPORATION: FLORIDA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2498342	POWER ZONE MAGNUM POWER SYSTEMS	
CORRESPONDENCE DATA			
Fax Number:	(414)273-5198		
Phone:	414-273-3500		
Email:	bgilpin@gklaw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Brian G. Gilpin; Godfrey & Kahn, S.C.		
Address Line 1:	780 N. Water Street		
Address Line 4:	Milwaukee, WISCONSIN 53202		
ATTORNEY DOCKET NUMBER:	054695-0064		
NAME OF SUBMITTER:	Brian G. Gilpin		
Signature:	/Brian G. Gilpin/		
Date:	09/23/2011		

CH \$40.00 2498342

Total Attachments: 8

source=cert#page1.tif

source=cert#page2.tif

source=cert#page3.tif

source=cert#page4.tif

source=cert#page5.tif

source=cert#page6.tif

source=cert#page7.tif

source=cert#page8.tif

Sec. 179.76(3) & (5),
 180.1161(3) & (5),
 181.1161(3) & (5) and
 183.1207(3) & (5),
 Wis. Stats.

RECEIVED DEPT OF
 FINANCIAL INSTITUTIONS
 STATE OF WISCONSIN

State of Wisconsin
 DEPARTMENT OF FINANCIAL INSTITUTIONS
 Division of Corporate & Consumer Services

11 JUN 15 PM 1:40



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name:
 TOM JOSEPH, INC. *01 M037769*

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WISCONSIN</u> (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

Yes No

If yes, the entity is required to file a report with the Wisconsin Department of Revenue under section 73.14 of the Wisconsin Statutes. (See instructions.)

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

JUN 16 2011 08:26 AM
 #. 1 \$150.00
 62140 DCORP \$150.00

3. After conversion:

Company Name:
 TOM JOSEPH, INC. *JUN 16 2011 08:26 AM*

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>FLORIDA</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00 Use of this form is mandatory.

DFI/CORP/1000(R06/06)

4. A Plan of Conversion containing all the following parts is **attached** as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is **optional**.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is **optional**.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION**:

Registered Agent (Agent for Service of Process): THOMAS JOSEPH	Registered Office: 4490 HARBOR VILLAGE DRIVE OMRO, WI 54963
Additional Entry for a Limited Partnership only →	Record Office:

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION**:

Registered Agent (Agent for Service of Process): CT CORPORATION SYSTEM	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324
Additional Entry for a Limited Partnership only →	Record Office:

8. Executed on 6/10/11 (date) by the business entity **PRIOR TO ITS CONVERSION**.


(Signature)

Mark (X) below the title of the person executing the document.

THOMAS J. JOSEPH

(Printed Name)

For a limited partnership

Title: General Partner

For a corporation

Title: President OR Secretary
or other officer title

For a limited liability company

Title: Member OR Manager

INSTRUCTIONS (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.

Mailing Address:

Department of Financial Institutions
Division of Corporate & Consumer Services
P O Box 7846
Madison WI 53707-7846

Physical Address for Express Mail:

Department of Financial Institutions
Division of Corporate & Consumer Services
345 W. Washington Ave - 3rd Fl.
Madison WI 53703

Phone: 608-261-7577
FAX: 608-267-6813
TTY: 608-266-8818

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity **prior to conversion**. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its **date of incorporation** or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity **after conversion**.

Sec. 179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5) and
183.1207(3) & (5),
Wis. Stats.

(TEMPLATE)



State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services

EXHIBIT A

PLAN OF CONVERSION

1. Before conversion:

Company Name: TOM JOSEPH, INC.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WISCONSIN</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

2. After conversion:

Company Name: TOM JOSEPH, INC.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>FLORIDA</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

3. The terms and conditions of the conversion.

SEE ATTACHED EXHIBIT A.

EXHIBIT A

PLAN OF CONVERSION CONVERTING

TOM JOSEPH, INC.
(a Wisconsin corporation)

INTO
TOM JOSEPH, INC.
(a Florida corporation)

1. Name and State of Formation before Conversion. The name of the company is: TOM JOSEPH, INC. (the "Corporation"), and it is a business corporation governed by and incorporated in accordance with the laws of the State of Wisconsin.
2. Name and State of Formation after Conversion. The Corporation shall continue its existence as a business corporation to be known as Tom Joseph, Inc. ("TJI"), and it shall convert its state of incorporation to be governed by and organized in accordance with the laws of the State of Florida.
3. Conversion. The Corporation shall convert into TJI and shall exist by virtue and in accordance with the laws of the State of Florida (the "Conversion"), with such Conversion to become effective upon the filing of a Certificate of Conversion with the Florida Department of State, Division of Corporations, of the State of Florida (the "Effective Date"). The existence, purpose, powers, franchises, rights and immunities of the Corporation shall continue unaffected and unimpaired by the Conversion and it shall continue its existence as TJI, a corporation governed by and incorporated in accordance with the laws of the State of Florida. The Corporation shall cease to exist as a Wisconsin corporation upon the Effective Date.
4. Approval of Plan. Upon approval and adoption by the Corporation's shareholders and Board of Directors of this Plan of Conversion and any other documents, instruments and agreements required, necessary or appropriate to effectuate the Conversion, the Wisconsin Certificate of Conversion shall be executed, filed and recorded in accordance with the Wisconsin Business Corporation Law (the "WBCL") and the Florida Certificate of Conversion shall be executed, filed and recorded in accordance with the Florida Business Corporation Act (the "FBCA") as soon as practicable after the date hereof.
5. Manner of Converting Shares. On the Effective Date, as a result of the Conversion, each issued and outstanding share of no par value common stock of the Corporation shall be exchanged for an identical number of no par value shares of common stock of TJI. Accordingly, the shareholders of the Corporation (collectively, the "Shareholders," and individually, a "Shareholder") shall surrender to TJI any and all certificates representing no par value shares of common stock of the Corporation, and the Shareholders shall be issued no par value common stock in TJI in an amount equal to the Shareholder's shares of no par value common stock of the Corporation as exchanged by the Shareholder.

6. Articles of Incorporation. The Articles of Incorporation of TJI are attached hereto as Annex A hereto.

7. By-Laws. The Amended and Restated By-Laws of TJI, shall be as set forth in the form presented to the Board of Directors and shareholders of the Corporation and TJI, a copy of which shall be inserted in the front of the minute book of TJI.

8. Directors. At the Effective Time, the Corporation's directors immediately prior to the Effective Time shall become the directors of TJI as is provided in the Amended and Restated By-Laws of TJI.

9. Officers. On the Effective Date, the Corporation's officers immediately prior to the Effective Date shall become the officers of TJI in the capacities they served while with the Corporation as is provided in the Amended and Restated By-Laws of TJI.

10. Abandonment of Plan. Notwithstanding anything contained herein to the contrary, this Plan of Conversion may be terminated and abandoned by the Board of Directors of the Corporation at any time prior to the filing of the Certificate of Conversion and Plan of Conversion if the Board of Directors of the Corporation should decide that it would not be in the best interests of the Corporation to effectuate such Conversion.

[End.]

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: **TOM JOSEPH, INC.**

ARTICLE II PRINCIPAL OFFICE

Principal street address:
**443 South Creek Drive
Osprey, FL 34229**

Mailing address, if different is:

**c/o Jill Towery, President
Magnum Products, LLC
216 Power Drive Berth, WI 54823**

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The purposes shall be to engage in any lawful activities authorized by Chapter 607 (607.0301) of the Florida Statutes.

ARTICLE IV SHARES

The number of shares of stock is: **2,800**

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: **Thomas J. Joseph, Director, President and Treasurer**
Address: **443 South Creek Drive
Osprey, FL 34229**

Name and Title: _____
Address: _____

Name and Title: **Carol J. Joseph, Vice President and Secretary**
Address: **443 South Creek Drive
Osprey, FL 34229**

Name and Title: _____
Address: _____

Name and Title: **Timothy J. McCoy, Director**
Address: **Godfrey A. Kahn, S.C.
333 Main Street, Suite 200
Green Bay, WI 54301**

Name and Title: _____
Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: **CI Corporation System**
Address: **1200 South Pine Island Road
Plantation, FL 33324**

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Name: **Timothy J. McCoy, via Godfrey A. Kahn, S.C.**
Address: **333 Main Street, Suite 200
Green Bay, WI 54301**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Rebecca Barth
Assistant Secretary
Required Signature/Registered Agent

6/15/2011
Date

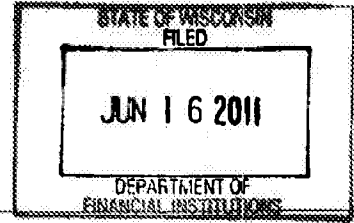
I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

Thomas J. Joseph
Director
Required Signature/Incorporator

6/7/11
Date

\$ 150,00 + \$ 25,00 Exp

Fee simple ownership interest Yes No (for DFI use only)
CERTIFICATE OF CONVERSION



Chap. 180

TIMOTHY J. McCOY
GODFREY & KAHN, S.C.
333 MAIN STREET, SUITE 600
GREEN BAY, WI 54301

TAMMY/DAWN
C T CORPORATION SYSTEM
8040 EXCELSIOR DR STE 200 *within the bracket above.*
MADISON WI 53717 920) 432 - 9300

*Convert a WI Domestic Corp into an Unincor'd
Foreign Corp.*

INSTRUCTIONS (Cont'd)

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is **optional**.

5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

6. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

7. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.