

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
Hy Cite Corporation		12/22/2011	CORPORATION: WISCONSIN

RECEIVING PARTY DATA	
Name:	Hy Cite Enterprises, LLC
Street Address:	333 Holtzman Road
City:	Madison
State/Country:	WISCONSIN
Postal Code:	53713
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN

PROPERTY NUMBERS Total: 37		
Property Type	Number	Word Mark
Registration Number:	1292937	ROYAL PRESTIGE
Registration Number:	2005865	REDI-TEMP
Registration Number:	2995091	ROYAL PRESTIGE
Registration Number:	3208410	ROYAL PRESTIGE
Registration Number:	3213025	HC
Registration Number:	3232913	ROYAL PRESTIGE
Registration Number:	3252539	HYDROTURBINE
Registration Number:	3253349	ROYAL PRESTIGE
Registration Number:	3253381	HC HY CITE CORPORATION
Registration Number:	3314221	DRIVEN BY NATURE
Registration Number:	3314232	HYDROTURBINE
Registration Number:	3314237	OCEANBLUE
Registration Number:	3320974	VALLEY FRESH DEODORIZER & AIR FRESHENER
Registration Number:	3321211	

OP \$940.00 1292937

Registration Number:	3328373	OCEANBLUE
Registration Number:	3420647	FRESCAPURE
Registration Number:	3422690	ROYAL PRESTIGE
Registration Number:	3428724	FRESCAPURE
Registration Number:	3434972	ROYAL PRESTIGE
Registration Number:	3434973	ROYAL PRESTIGE
Registration Number:	3485625	COCINA AL MÁXIMO
Registration Number:	3521868	COCINA AL MÁXIMO
Registration Number:	3521869	
Registration Number:	3521871	THE ULTIMATE CULINARY EXPERIENCE
Registration Number:	3537574	BABYBLUE
Registration Number:	3587638	SUCCESS FOR LIFE
Registration Number:	3592947	OLYMPIA
Registration Number:	3610804	PUREAMBIENCE
Registration Number:	3631938	THE ULTIMATE CULINARY EXPERIENCE
Registration Number:	3750194	OLYMPIA
Registration Number:	3903553	ROYAL PRESTIGE
Registration Number:	3926520	NUTRAEASE
Registration Number:	3926521	NUTRA EASE
Registration Number:	3952590	DINNER 4 TWO
Registration Number:	4029305	TRITANIUM
Serial Number:	85216582	MAXTRACTOR
Serial Number:	85422366	ROYAL CUTTER

CORRESPONDENCE DATA

Fax Number: (414)277-0656
Phone: 414-271-6560
Email: madipdocket@michaelbest.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Michael Best & Friedrich LLP
Address Line 1: 100 East Wisconsin Avenue
Address Line 2: Suite 3300
Address Line 4: Milwaukee, WISCONSIN 53202-4108

ATTORNEY DOCKET NUMBER: 047186-9013-US00

NAME OF SUBMITTER: Jeffrey D. Peterson

Signature:

TRADEMARK
REEL: 004709 FRAME: 0700

/jeffrey d peterson/

Date:

02/02/2012

Total Attachments: 15

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DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, PAUL M. HOLZEM, Administrator, Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department.

Paul M. Holzem

PAUL M. HOLZEM, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DATE: JAN 31 2012

BY:

Cathy Mickelson

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

Back to Previous Page
Sec.179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5),
183.1207(3) & (5), Wis Stats.

State of Wisconsin
Department of Financial Institutions
Division of Corporate & Consumer Services
Certificate of Conversion



Converting Entity

Name: HY CITE ENTERPRISES, INC.
Org ID: 1H08640
Entity Type: Business Corporation
Jurisdiction: WI

Real Estate

Converting Entity Name	Does the entity have a fee simple ownership interest in any Wisconsin real estate immediately prior to the conversion?
HY CITE ENTERPRISES, INC.	Yes

Converted Entity

Name: Hy Cite Enterprises, LLC
Entity Type: Limited Liability Company
Jurisdiction: WI

Plan of Conversion

Plan Of Conversion

Articles/Certificate

Articles of Organization

Method Of Approval

The plan of conversion is approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

Registered Agent and Registered Office Address Before Conversion

JOHN R. BURCZYK
333 HOLTZMAN ROAD
MADISON, WI 53713

Registered Agent and Registered Office Address After Conversion

John R. Burczyk
333 Holtzman Rd.
Madison, WI 53713
United States of America

Drafter

This document is drafted by:
John R. Burczyk, Esq.

Signature

Signature: John R. Burczyk
Title: Senior Vice President of Legal Affairs, Secretary

Endorsement

Received Date: 12/27/2011 10:46:30 AM
Filed Date: 12/28/2011
Filing Fee: \$150.00
Expedite Fee: \$25.00
Total Fee: \$175.00
Comments:

Certificate of Conversion, converting a WI domestic Corporation (Chap 180) to a WI domestic LLC (Chap 183)
Name Change
Effective Date: 12/31/2011
OOS# 201112272826080 \$150.00 & \$25.00 Exp Fee

PLAN OF CONVERSION

THIS PLAN OF CONVERSION (this "Plan of Conversion"), is made as of December 22, 2011, by Hy Cite Enterprises, Inc., a Wisconsin corporation, pursuant to Wisconsin Statutes Section 180.1161 ("Section 180.1161").

WHEREAS, the Corporation desires to convert from a Wisconsin corporation to a Wisconsin limited liability company (the "Conversion").

NOW THEREFORE, the Corporation hereby sets forth the terms and conditions of the Plan of Conversion as follows:

1. Before Conversion. The name of the business entity to be converted is Hy Cite Enterprises, Inc., a Wisconsin corporation (the "Corporation").

2. After Conversion. The name of the business entity after the Conversion shall be Hy Cite Enterprises, LLC, a Wisconsin limited liability company (the "LLC").

3. Terms and Conditions. The terms and conditions of the Conversion are as follows:

a) The sole shareholder of the Corporation (the "Shareholder") as it exists on the effective date of the Conversion shall become the sole member of the LLC.

b) The Conversion is conditioned upon the approval thereof by the directors and the Shareholder of the Corporation.

4. Conversion of Common Stock. The issued and outstanding common stock of the Corporation, 100% of which is owned by the Shareholder, shall be converted upon the Conversion to one hundred (100) Units of the LLC. The Shareholder shall remain the sole member of the LLC until such time as another member is admitted to the LLC.

5. Effective Date. The Conversion shall be effective as of December 31, 2011 at 12:01 A.M. Central Time.

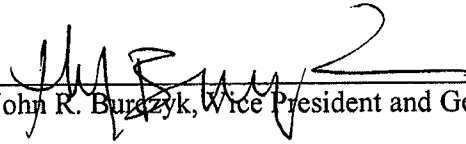
6. Articles of Organization. The form of the Articles of Organization of the LLC after the Conversion is attached hereto as Exhibit A.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation, pursuant to the approval and authority duly given by resolutions adopted by its directors and the Shareholder, has executed this Plan of Conversion as of the date first set forth above.

HY CITE ENTERPRISES, INC.

By:


John R. Burczyk, Vice President and General Counsel

[Signature Page to Plan of Conversion]

TRADEMARK
REEL: 004709 FRAME: 0706

EXHIBIT A

ARTICLES OF ORGANIZATION

[See Attached]

047186-0078\9407450.6

**ARTICLES OF ORGANIZATION OF
HY CITE ENTERPRISES, LLC**

The undersigned, acting as organizer, executes these Articles of Organization for the purpose of forming a limited liability company under Chapter 183 of the Wisconsin Statutes:

ARTICLE I

The name of the limited liability company is Hy Cite Enterprises, LLC.

ARTICLE II

The name of the initial registered agent of the limited liability company is John R. Burczyk and the street address of the registered office of the limited liability company is 333 Holtzman Road, Madison, WI 53713.

ARTICLE III

The limited liability company shall be manager-managed.

ARTICLE IV

The name and address of the organizer is John R. Burczyk, 333 Holtzman Road, Madison, Wisconsin 53713.

ARTICLE V

The effective time of these Articles of Organization shall be as of 12:01 A.M. Central Time on December 31, 2011.

047186-0081\9389491.5



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, PAUL M. HOLZEM, Administrator, Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared with the document on file in the Corporation Section of the Division of Corporate & Consumer Services of this department, and that the same is a true copy thereof; and that I am the legal custodian of said document, and that this certification is in due form.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.

Paul M. Holzem

PAUL M. HOLZEM, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DATE: JAN 31 2012

BY:

Cathy Mickelson

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

RECEIVED - DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

11 NOV 21 AM 11:48

ARTICLES OF MERGER

MERGING

HY CITE MERGER CO.
(a Wisconsin corporation)

01 41049.781
egfiled/imagel

INTO

HY CITE CORPORATION
(a Wisconsin corporation)

01 1408640
Emagel

The undersigned corporation, acting pursuant to Section 180.1105 of the Wisconsin Statutes, hereby executes the following Articles of Merger:

ARTICLE I
SURVIVING CORPORATION

The name of the surviving corporation is Hy Cite Corporation (the "Survivor"), which is incorporated in the State of Wisconsin. The Survivor is a domestic business corporation that is a parent corporation for the purposes of Section 180.11045 of the Wisconsin Statutes and the requirements of Section 180.11045(2) of the Wisconsin Statutes have been satisfied.

ARTICLE II
NON-SURVIVING CORPORATION

The name of the non-surviving corporation is Hy Cite Merger Co. (the "Corporation"), which is incorporated in the State of Wisconsin. The Corporation does not have a fee simple ownership interest in any Wisconsin real estate.

ARTICLE III
PLAN OF MERGER

The Plan of Merger, dated as of November 22, 2011 (the "Plan of Merger"), between Survivor and the Corporation, was approved and adopted by each corporation that is a party to the merger as required under Section 180.1103 of the Wisconsin Statutes. An executed copy of the Plan of Merger is on file at the principal place of business of the Survivor. The Survivor will provide a copy of the Plan of Merger, upon request and without cost, to any shareholder of a corporation that was a party to the merger or, upon payment to the surviving corporation of an amount equal to the cost of producing the copy, to any other interested person.

ARTICLE IV
ARTICLES OF INCORPORATION

The Articles of Incorporation of the Survivor, as in effect immediately prior to the effective time of the Merger, shall be amended and restated in their entirety as set forth in Exhibit A attached hereto.

11/21/2011
DCorp
83862
1
12:42 PM
\$150.00

11/21/2011
Expedite
83862
2
12:42 PM
\$25.00

TRADEMARK
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ARTICLE V
EFFECTIVE TIME

These Articles of Merger, when filed, shall be effective on November 22, 2011, at 12:01 AM Central Time.

[Signature Page Follows]

IN WITNESS WHEREOF, Survivor has caused these Articles of Merger to be executed by its duly authorized officer on behalf of all parties to the merger this 21st day of November, 2011.

HY CITE CORPORATION

By: _____


John R. Burczyk, Vice President and General Counsel

This instrument was drafted by and is returnable to:

John R. Burczyk, Esq.
333 Holtzman Road
Madison, WI 53713

[Signature Page to Articles of Merger]

TRADEMARK
REEL: 004709 FRAME: 0712

EXHIBIT A

FOURTH AMENDED AND RESTATED ARTICLES OF INCORPORATION

[See Attached]

047186-0078\9407423.6

**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
HY CITE ENTERPRISES, INC.**

The undersigned, being a natural person of the age of eighteen (18) years or more, acting as incorporator of the corporation under Chapter 180 of the Wisconsin Statutes, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
Name**

The name of the corporation is Hy Cite Enterprises, Inc.

**ARTICLE II
Existence**

The period of the corporation's existence shall be perpetual.

**ARTICLE III
Purpose Powers**

Section 3.1 Purpose. The corporation is organized to engage in any lawful activity within the purposes for which corporations may be organized under Wisconsin corporation law.

Section 3.2 Powers. The corporation shall have any may exercise all powers available to corporations under Wisconsin corporation law.

**ARTICLE IV
Authorized Shares: Losses on Small Business Stock: Pre-emptive Rights**

Section 4.1 Authorized Shares. The corporation shall have the authority to issue 300,000 shares of \$1.00 par value capital stock consisting of 15,000 authorized shares of \$1.00 par value Class A voting common stock and 285,000 shares of \$1.00 par value Class B non-voting common stock. The relative rights and privileges of Class A common stock and Class B common stock shall be identical in all respects except that Class A common stock shall have unlimited voting privileges and Class B common stock shall have no voting privileges except as otherwise provided in Chapter 180 Wis. Stats. The shareholders of the corporation shall surrender to the corporation for cancellation all of their stock certificates in the corporation; and for each one (1) share surrendered the corporation shall issue nine hundred fifty (950) shares of \$1.00 par value Class B common stock and fifty (50) shares of \$1.00 par value Class A common stock.

Section 4.2 Losses on Small Business Stock. To the extent permitted under § 1244 of the Internal Revenue Code, all losses on the sale, exchange or worthlessness of common stock issued pursuant to these Articles of Incorporation shall be treated as ordinary losses of the individual shareholders.

Section 4.3 Pre-emptive Rights. There shall be no pre-emptive rights of any shareholders to the common stock of the corporation with regard to:

- (a) Any common shares as may be authorized from time to time by these Articles of Incorporation;
- (b) Any common shares as may be authorized from time to time over and above the three hundred thousand (300,000) shares of common stock authorized by these Articles of Incorporation; or
- (c) Any common share as may be held in the treasury of the corporation, from time to time, whether derived from the three hundred thousand (300,000) shares authorized by these Articles of Incorporation, or from shares authorized thereafter.

ARTICLE V
Board of Directors

The number of directors constituting the Board of Directors of the corporation shall be fixed by the Bylaws of the corporation, but in any event shall not be less than three (3) directors.

ARTICLE VI
Address of Registered Office: Name of Registered Agent

Section 6.1 Registered Office. The address of the registered office of the corporation is 333 Holtzman Road, Madison, WI 53713.

Section 6.2 Registered Agent. The name of the registered agent of the corporation of the above registered office is John R. Burczyk.

ARTICLE VII
Amendments

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

ARTICLE VIII
Statutory Shareholder Votes

Section 8.1 Voting Thresholds for Certain Proposals. In the event a corporate proposal gives rise to a shareholder vote required under any of Wisconsin Statutes §§ 180.1003(3), 180.1103(3), 180.1202(3), 180.1402(3) or 180.1404(2), such proposal, unless these Articles of Incorporation or the corporation's Bylaws require the vote of a greater proportion, must be approved as follows:

- (a) By the affirmative vote of the holders of two-thirds of the shares entitled to vote on the proposal, unless Section 8.1(b) applies.

(b) If any class or series of shares is entitled to vote on the proposal as a class, by the affirmative vote of all of the following:

(1) The holders of two-thirds of the shares of each class of shares and of each series entitled to vote as a class; and

(2) The holders of two-thirds of the total shares entitled to vote on the proposal.

Section 8.2

Approval of Hy Cite Corporation Shareholders.

Pursuant to Wisconsin Statute § 180.11045(2)(f), any act of the corporation, other than the election or removal of directors, for which approval of the shareholders is required under the Wisconsin corporation law, the corporation's Bylaws or these Articles of Incorporation may be accomplished only with the additional approval of the shareholders of Hy Cite Corporation, or any successor thereto, by the same vote as is required for approval of the shareholders of the corporation under the Wisconsin corporation law, the corporation's Bylaws or these Articles of Incorporation.

ARTICLE IX

Authority to Dispose of Assets

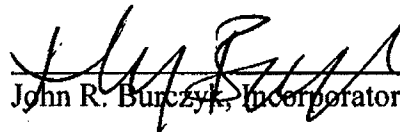
The president and secretary, and only the president and secretary, are authorized to sell, lease, exchange, mortgage, pledge, convey or dispose of all or any part of the corporation's real property, fixtures, improvements or chattels, if done in the usual and regular course of business of the corporation, by instruments duly executed according to law without first obtaining authorization of the board of directors or shareholders of the corporation.

ARTICLE X

Incorporator

The name and address of the incorporator are John R. Burczyk, 333 Holtzman Road, Madison, Wisconsin 53713.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 21st day of November, 2011.



John R. Burczyk, Incorporator

This Document Drafted By
and is Returnable To:

John R. Burczyk, Esq.
333 Holtzman Road
Madison, WI 53713