

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Change of entity type		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Games 2 U Franchising, L.L.C.		10/06/2011	LIMITED LIABILITY COMPANY: TEXAS
RECEIVING PARTY DATA			
Name:	Games 2 U Franchising, Inc.		
Street Address:	4417 Hudson Bend Road		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78734		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3673784	GAMES2U	
Registration Number:	3673783	GAMES2U	
Registration Number:	3975345	BOOGER WARS	
CORRESPONDENCE DATA			
Fax Number:	(512)322-5201		
Phone:	512-322-5200		
Email:	tmcentral@pirkeybarber.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:	Christopher L. Graff		
Address Line 1:	600 Congress Avenue, Suite 2120		
Address Line 4:	Austin, TEXAS 78701		
ATTORNEY DOCKET NUMBER:	GM2U002 (PT 2)		
NAME OF SUBMITTER:	Katrina A. Ripperda		

OP \$90.00 3673784

Signature:	/kripperda/
Date:	03/20/2012
Total Attachments: 6 source=Step 2 - Games 2 U Franchising LLC to Games 2 U Franchising, Inc#page1.tif source=Step 2 - Games 2 U Franchising LLC to Games 2 U Franchising, Inc#page2.tif source=Step 2 - Games 2 U Franchising LLC to Games 2 U Franchising, Inc#page3.tif source=Step 2 - Games 2 U Franchising LLC to Games 2 U Franchising, Inc#page4.tif source=Step 2 - Games 2 U Franchising LLC to Games 2 U Franchising, Inc#page5.tif source=Step 2 - Games 2 U Franchising LLC to Games 2 U Franchising, Inc#page6.tif	

Form 636
(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

Filing Fee: See Instructions



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FILED
In the Office of the
Secretary of State of Texas

OCT 06 2011

Certificate of Conversion
of a
Limited Liability Company **Corporations Section**
Converting
to a
Corporation

Converting Entity Information

The name of the converting limited liability company is:
Games 2 U Franchising, L.L.C.

The jurisdiction of formation of the limited liability company is : Texas

The date of formation of the limited liability company is: December 11, 2007

The file number, if any, issued to the limited liability company by the secretary of state is: 800909032

Plan of Conversion—Alternative Statements

The limited liability company named above is converting to a: for-profit corporation
 professional corporation nonprofit corporation. The name of the corporation is:

Games 2 U Franchising, Inc.

The corporation will be formed under the laws of : Texas

The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

Instead of attaching the plan of conversion, the limited liability company certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the limited liability company, the converting entity. The address of the principal place of business of the limited liability company is:

Street or Mailing Address City State Country Zip Code

A signed plan of conversion will be on file after the conversion at the principal place of business of the corporation, the converted entity. The address of the principal place of business of the corporation is:

Street or Mailing Address City State Country Zip Code

A copy of the plan of conversion will be furnished on written request without cost by the converting

entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Certificate of Formation for the Converted Entity

The converted entity is a Texas corporation. The certificate of formation of the Texas corporation is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

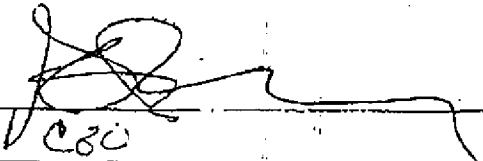
Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the limited liability company.

In lieu of providing the tax certificate, the corporation as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: September 23, 2011



Signature and title of authorized person on behalf of the converting entity

PLAN OF CONVERSION

GAMES 2U FRANCHISING, L.L.C.

This Plan of Conversion (the "Plan") was adopted and approved by the board of directors and members of Games 2U Franchising, L.L.C., a Texas limited liability company, pursuant to chapter 10, subchapter C, of the Texas Business Organizations Code (the "BOC").

1. The name of the converting entity is: GAMES 2U FRANCHISING, L.L.C.
2. The name of the converted entity is: GAMES 2U FRANCHISING, INC.
3. The converting entity is continuing its existence in the organizational form of the converted entity.
4. The converted entity will be a for-profit corporation formed under the laws of the state of Texas.
5. The manner and basis of converting the shares of capital stock of the converting entity into membership interests in the converted entity are as follows:
 - a. On the effectiveness of the conversion under this Plan, each unit of membership interest will be given an equal number of common stock in the converted entity.
 - b. On the effectiveness of the conversion under this Plan, (1) the members of the converting entity will deliver the membership certificates representing all units of membership interest owned immediately before the conversion to the converted entity in exchange for certificates of common stock in converted entity and (2) the membership certificates will no longer represent any outstanding shares of common stock or any ownership of the converted entity.
6. The certificate of formation of the converted entity is attached hereto as Exhibit "A".
7. The converting entity is electing to continue its existence as a corporation formed under the laws of the state of Texas.
8. The conversion will be effective as of the filing of a corresponding certificate of conversion with the secretary of state of Texas under section 10.155(a) of the BOC.


9. In accordance with the requirements of the BOC, a copy of this Plan will be maintained in the records of the converting entity and of the converted entity, and a copy of this Plan will be provided without charge, on written request, to any shareholder of the converting entity before the conversion is effective or to any member of the converted entity after the conversion is effective.

Dated: September 23, 2011

CONVERTING ENTITY:

Games 2U Franchising, L.L.C.

By:


Stuart Pilkoﬀ, Vice President

No. 6197 P. 6
FILED
In the Office of the
Secretary of State of Texas
OCT 06 2011
Corporations Section

Exhibit "A"

**CERTIFICATE OF FORMATION
OF
GAMES 2 U FRANCHISING, INC.**

The undersigned natural person of the age of eighteen years or more acting as organizer does hereby adopt the following Certificate of Formation for such Corporation:

ARTICLE ONE

The name of the Corporation is Games 2 U Franchising, Inc.

ARTICLE TWO

This Certificate of Formation of a Corporation is being formed pursuant to a plan of conversion of Games 2 U Franchising, L.L.C., a Texas limited liability company formed December 11, 2007, 4417 Hudson Bend Road, Austin, Texas 78734.

ARTICLE THREE

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which a for-profit corporation may be incorporated under the Texas Business Organizations Code.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have the authority to issue is twenty million (20,000,000) shares of common stock, each share having no par value and having the right to vote and being identical with all other shares of common stock.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 2228 Mechanic, Suite 220, Galveston, Texas 77550, and the name of the initial registered agent of the Corporation is Kyle L. Dickson.

ARTICLE SIX

The Board of Directors of the Corporation shall consist of one or more members. The number of Directors constituting the initial Board of Directors is five (5), and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until his successor is elected and qualified are:

David Pikoff
4417 Hudson Bend Road
Austin, TX 78734

Stuart Pikoff
4417 Hudson Bend Road
Austin, TX 78734

Joel Kocher
4417 Hudson Bend Road
Austin, TX 78734

Steven Turnquist
4417 Hudson Bend Road
Austin, TX 78734

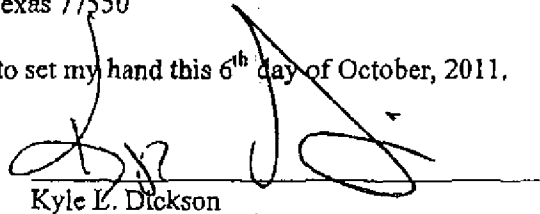
John Paterson
4417 Hudson Bend Road
Austin, TX 78734

ARTICLE SEVEN

The name and address of the Organizer of the Corporation are:

Kyle L. Dickson
2228 Mechanic, Suite 220
Galveston, Texas 77550

IN WITNESS WHEREOF, I have hereunto set my hand this 6th day of October, 2011.



Kyle L. Dickson