

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Change of domicile		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Games 2 U, Inc.		11/17/2011	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Games 2 U, Inc.		
Street Address:	4417 Hudson Bend Road		
City:	Austin		
State/Country:	TEXAS		
Postal Code:	78734		
Entity Type:	CORPORATION: DELAWARE		
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 4)		
NAME OF SUBMITTER:	Katrina A. Ripperda		

OP \$90.00 3673784

Signature:	/kripperda/
Date:	03/20/2012
<b>Total Attachments: 11</b> source=Step 4 - Games 2 U, Inc. (TX) to Games 2 U, Inc.(DE)#page1.tif source=Step 4 - Games 2 U, Inc. (TX) to Games 2 U, Inc.(DE)#page2.tif source=Step 4 - Games 2 U, Inc. (TX) to Games 2 U, Inc.(DE)#page3.tif source=Step 4 - Games 2 U, Inc. (TX) to Games 2 U, Inc.(DE)#page4.tif source=Step 4 - Games 2 U, Inc. (TX) to Games 2 U, Inc.(DE)#page5.tif source=Step 4 - Games 2 U, Inc. (TX) to Games 2 U, Inc.(DE)#page6.tif source=Step 4 - Games 2 U, Inc. (TX) to Games 2 U, Inc.(DE)#page7.tif source=Step 4 - Games 2 U, Inc. (TX) to Games 2 U, Inc.(DE)#page8.tif source=Step 4 - Games 2 U, Inc. (TX) to Games 2 U, Inc.(DE)#page9.tif source=Step 4 - Games 2 U, Inc. (TX) to Games 2 U, Inc.(DE)#page10.tif source=Step 4 - Games 2 U, Inc. (TX) to Games 2 U, Inc.(DE)#page11.tif	

Corporations Section  
P.O.Box 13697  
Austin, Texas 78711-3697



Hope Andrade  
Secretary of State

## Office of the Secretary of State

November 18, 2011

CT Corporation System  
701 Brazos, Ste. 720  
Austin, TX 78701 USA

RE: GAMES 2 U, INC.  
File Number: [Entity not of Record, Filing Number Not Available]

It has been our pleasure to approve and place on record the filing instrument effecting a conversion. The appropriate evidence is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section  
Business & Public Filings Division  
(512) 463-5555

Enclosure

*Come visit us on the internet at <http://www.sos.state.tx.us/>*

Phone: (512) 463-5555  
Prepared by: Jean Marchione

Fax: (512) 463-5709  
TID: 10337

Dial: 7-1-1 for Relay Services  
Document: 397553460002

G2U - 57

**TRADEMARK**  
**REEL: 004739 FRAME: 0539**



## Office of the Secretary of State

### CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Games 2 U, Inc.  
File Number: 801491058

Converting it to

GAMES 2 U, INC.  
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 11/17/2011

Effective: 11/17/2011



A handwritten signature in cursive script, appearing to read "Hope Andrade".

Hope Andrade  
Secretary of State

*Come visit us on the internet at <http://www.sos.state.tx.us/>*

Phone: (512) 463-5555  
Prepared by: Jean Marchione

Fax: (512) 463-5709  
TID: 10340

Dial: 7-1-1 for Relay Services  
Document: 397553460002

G2U - 58

**TRADEMARK**  
**REEL: 004739 FRAME: 0540**

**Certificate of Conversion  
of a  
Texas Corporation  
to a  
Delaware Corporation**

**FILED**  
in the Office of the  
Secretary of State of Texas  
**NOV 17 2011**  
Corporations Section

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**Converting Entity Information**

1. The name of the converting Texas corporation is: GAMES 2 U, INC.
2. The jurisdiction of formation of the corporation is Texas.
3. The date of formation of the Texas Corporation is: October 6, 2011.
4. The file number issued to the corporation by the secretary of state is: 801491058

**Converted Entity Information**

5. The corporation named above is converting to a Delaware corporation. The name of the Delaware corporation is: GAMES 2 U, INC.
6. The corporation will be formed under the laws of: Delaware

**Plan of Conversion**

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

**4417 Hudson Bend Road  
Austin, TX 78734**

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

**4417 Hudson Bend Road  
Austin, TX 78734**

9. 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 shareholder of the converting or converted entity.

**Approval of the Plan of Conversion**

10. 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**

11. In lieu of providing the tax certificate, the converted corporation will be and assume all liability for the payment of any franchise and/or sales taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date: 11/16/11

**GAMES 2U, INC.**

BY: 

Signature of authorized person

Stuart P. Koff  
Printed or typed name of authorized person

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, 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 A TEXAS CORPORATION UNDER THE NAME OF "GAMES 2 U, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2011, AT 9:47 O'CLOCK A.M.

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



5070128 8100V

111206126

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 9177215

DATE: 11-23-11

G2U - 61

TRADEMARK  
REEL: 004739 FRAME: 0543

# Delaware

PAGE 2

*The First State*

I, JEFFREY W. BULLOCK, 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 "GAMES 2 U, INC." FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2011, AT 9:47 O'CLOCK A.M.


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



5070128 8100V

111206126

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9177215

DATE: 11-23-11

G2U - 62

TRADEMARK  
REEL: 004739 FRAME: 0544



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: Texas
2. The jurisdiction immediately prior to filing this Certificate is: Texas
3. The date the Non-Delaware Corporation first formed is: December 17, 2007
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate is: Games 2 U, Inc.
5. The name of the Corporation as set forth in the Certificate of Incorporation is: Games 2 U, 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 10<sup>th</sup> day of November 2011.

By: \_\_\_\_\_

Name: Stuart Pikoff

Title: CEO

**CERTIFICATE OF INCORPORATION  
OF  
GAMES 2 U, INC.**

1. The name of the corporation is: **Games 2 U, Inc.**
  
2. The address of its registered office in the State of Delaware is:  
  
**Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle  
County, Delaware 19801.**  
  
The name of its registered agent at such address is:  
  
**The Corporation Trust Company.**
  
3. 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 Delaware.**
  
4. The total number of shares of stock which the corporation shall have authority to  
issue is: **Twenty Million (20,000,000)** and the par value of each of such shares is: **One  
Dollar (\$1.00)**

At all elections of the directors of the corporation, each stockholder shall be  
entitled to as many votes as shall equal the number of votes which (except for such  
provision as to cumulative voting) he would be entitled to cast for the election of  
directors with respect to his shares of stock multiplied by the number of directors to be  
elected by him, and he may cast all of such votes for a single director or may distribute  
them among the number to be voted for, or for any two or more of them as he may see fit.

5. The name and mailing address of each incorporator is as follow:

<b>Name</b>	<b>Mailing Address:</b>
Kyle Dickson	2228 Mechanic, Suite 220 Galveston, Texas 77550

The name and mailing address of each person who is to serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, is as follows:

<b>Name</b>	<b>Mailing Address:</b>
David Pikoff	3121 Wild Canyon Loop Austin, TX 78732
Stuart Pikoff	4417 Hudson Bend Road Austin, TX 78734
Joel Kocher	4417 Hudson Bend Road Austin, TX 78734
John Patterson	2219 Westlake Drive Austin, TX 78746
Steve Turnquist	4417 Hudson Bend Road Austin, TX 78734

6. The corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:
  - a. To make, alter or repeal the by-laws of the corporation.
  - b. To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation.
  - c. To set apart out of any of the funds of the corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.
  - d. To designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The by-laws may provide that in the absence or disqualification of a member of a committee, the member or members present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or

disqualified member. Any such committee, to the extent provided in the resolution of the board of directors, or in the by-laws of the corporation, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter (other than the election or removal of directors) expressly required by the General Corporation Law of Delaware to be submitted to stockholders for approval or (ii) adopting, amending or repealing any bylaw of the corporation.

- e. When and as authorized by the stockholders in accordance with law, to sell, lease or exchange all or substantially all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as its board of directors shall deem expedient and for the best interests of the corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) 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 by-laws of the corporation.

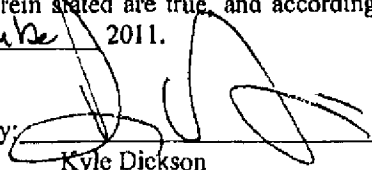
Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of the General Corporation Law of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 of the General Corporation Law of Delaware order a meeting of the creditors or class of creditors, and /or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and said reorganization shall, if sanctioned by the court to which the said application has been made, be binding

on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

9. The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which the director derived any improper personal benefit. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

WE, THE UNDERSIGNED, being each of the incorporator(s) hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 14 day of November 2011.

By:   
\_\_\_\_\_  
Kyle Dickson