

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Conversion from a Limited Liability Company to a Corporation

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
STACK LLC		01/01/2011	LIMITED LIABILITY COMPANY: OHIO

RECEIVING PARTY DATA

Name:	STACK Media, Inc.
Street Address:	1422 Euclid Avenue, Suite 1550
City:	Cleveland
State/Country:	OHIO
Postal Code:	44115
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	3109115	STACK
Registration Number:	3087664	FOR THE ATHLETE BY THE ATHLETE
Registration Number:	3286184	MYSTACK

CORRESPONDENCE DATA

Fax Number: (415)393-9887
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 415.954.0200
 Email: trademark@squiresanders.com
 Correspondent Name: Philip R. Zender
 Address Line 1: Squire Sanders (US) LLP
 Address Line 2: 275 Battery Street, Suite 2600
 Address Line 4: San Francisco, CALIFORNIA 94111

ATTORNEY DOCKET NUMBER:	059705.00001
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NAME OF SUBMITTER:	Philip R. Zender
Signature:	/philip r. zender/
Date:	04/03/2012
Total Attachments: 4 source=Stack Conversion and Incorporation#page1.tif source=Stack Conversion and Incorporation#page2.tif source=Stack Conversion and Incorporation#page3.tif source=Stack Conversion and Incorporation#page4.tif	

**CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO
A CORPORATION PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL CORPORATION LAW**

1. The jurisdiction where the Limited Liability Company first formed is Ohio.
2. The jurisdiction immediately prior to filing this Certificate is Ohio.
3. The date the Limited Liability Company first formed is August 20, 2002.
4. The name of the Limited Liability Company immediately prior to filing this Certificate is STACK LLC.
5. The name of the corporation as set forth in the Certificate of Incorporation filed in accordance with Section 265(b) is STACK Media, Inc.
6. The effective time of this Certificate is 12:01 A.M., January 1, 2011.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate on the 30th day of December, 2010.

By: /s/ Nick Palazzo
Nick Palazzo
Co-Chief Executive Officer and
Member of the Board of
Managers

**CERTIFICATE OF INCORPORATION
OF
STACK MEDIA, INC.**

ARTICLE 1

The name of this corporation is STACK Media, Inc.

ARTICLE 2

A. The address of this corporation's registered office in the State of Delaware is 3500 South DuPont Highway in the City of Dover, County of Kent. The name of this corporation's registered agent at such address is Incorporating Services, Ltd.

B. The name and mailing address of the incorporator of this corporation is:

Jeffrey Cheng
c/o Goodwin Procter LLP
135 Commonwealth Drive
Menlo Park, CA 94025

ARTICLE 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.

ARTICLE 4

This corporation is authorized to issue one class of stock to be designated "Common Stock," with a par value of \$0.0001 per share. The total number of shares which this corporation is authorized to issue is 15,000,000

ARTICLE 5

Except as otherwise provided in this certificate of incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of this corporation.

ARTICLE 6

The number of directors of this corporation shall be determined in the manner set forth in the Bylaws of this corporation.

ARTICLE 7

Elections of directors need not be by written ballot unless the Bylaws of this corporation shall so provide.

ARTICLE 8

Meeting of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of this 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 Bylaws of this corporation.

ARTICLE 9

A director of this corporation shall not be personally liable to this 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 this corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended after approval by the stockholders of this Article 9 to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article 9 by the stockholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE 10

To the fullest extent permitted by applicable law, this corporation is authorized to provide indemnification of (and advancement of expenses to) agents of this corporation (and any other persons to which General Corporation Law permits this corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to this corporation, its stockholders and others.

Any amendment, repeal or modification of the foregoing provisions of this Article 10 shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such amendment, repeal or modification.

ARTICLE 11

This 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.

THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Delaware and in pursuance of the General Corporation Law of Delaware, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set her hand this 29th day of December, 2010.

/s/ Jeffrey Cheng
Jeffrey Cheng, Incorporator