

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Change of state of incorporation

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
OUTRCO, Inc.		06/01/2012	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	OUTRCO, Inc.
Street Address:	1806 38th Avenue East
City:	Bradenton
State/Country:	FLORIDA
Postal Code:	34208
Entity Type:	CORPORATION: FLORIDA

PROPERTY NUMBERS Total: 45

Property Type	Number	Word Mark
Serial Number:	85363416	KINETIC ENERGY
Serial Number:	85056455	PERFECT DRY
Serial Number:	85363462	EMERALD 18
Serial Number:	85363450	EMERALD 18
Serial Number:	85684031	IRON EAGLE
Serial Number:	85668351	BELLA LUCE
Serial Number:	85668330	ANNELIESE
Serial Number:	85547070	SIMPLY GOURMET
Serial Number:	85517953	SUN CASUALS
Serial Number:	85363407	KINETIC ENERGY
Serial Number:	85356798	ENLIGHTEN
Serial Number:	85363438	IKONIK
Serial Number:	85363425	IKONIK
Serial Number:	85356783	ENLIGHTEN

OP \$1140.00 85363416

Serial Number:	85285233	ELLEMENNO
Serial Number:	85216147	BURKE'S OUTLET
Serial Number:	78460678	PALM GROVE
Serial Number:	78420495	HILLARD & HANSON
Serial Number:	78367869	K.T.SPORTS
Serial Number:	78366906	KENETH TOO!
Serial Number:	78163930	HILLARD & HANSON
Serial Number:	77941683	AVA & GRACE
Serial Number:	77771525	OUTLET ONE CARD
Serial Number:	77745846	WHITMORE HOME COLLECTION
Serial Number:	77676355	MAGICAL SEASON
Serial Number:	77565547	RUGGED EARTH OUTFITTERS
Serial Number:	77497367	SIMPLY GOURMET
Serial Number:	77344908	AVA & GRACE
Serial Number:	77299064	WHERE THE BARGAINS ARE EASY
Serial Number:	77130620	KT
Serial Number:	77124732	KT
Serial Number:	77124699	KENETH TOO
Serial Number:	76270437	MONDAY CLUB
Serial Number:	76166615	SUN CASUALS
Serial Number:	76629175	BURKE'S OUTLET
Serial Number:	76621897	FRIDAY CLUB
Serial Number:	76492424	SUPER BUY
Serial Number:	75892877	ALLYSON WHITMORE
Serial Number:	75598728	BURKE'S OUTLET
Serial Number:	75365446	ALLYSON WHITMORE
Serial Number:	75231115	HILLARD & HANSON
Serial Number:	75224641	HILLARD & HANSON
Serial Number:	74706162	PALM HARBOUR
Serial Number:	74706161	MICHAEL AUSTIN
Serial Number:	73832958	ELLEMENNO

CORRESPONDENCE DATA

Fax Number: 6152386304

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

TRADEMARK
REEL: 004848 FRAME: 0759

Phone: 615-238-6304
Email: trademarks@bonelaw.com
Correspondent Name: Paul W. Kruse
Address Line 1: 511 Union Street
Address Line 2: Suite 1600
Address Line 4: Nashville, TENNESSEE 37219

ATTORNEY DOCKET NUMBER:	113273-60800
NAME OF SUBMITTER:	Paul W. Kruse
Signature:	/Paul W. Kruse/
Date:	08/24/2012

Total Attachments: 6
source=OUTRCO - Proof of Corporate Conversion (00805695)#page1.tif
source=OUTRCO - Proof of Corporate Conversion (00805695)#page2.tif
source=OUTRCO - Proof of Corporate Conversion (00805695)#page3.tif
source=OUTRCO - Proof of Corporate Conversion (00805695)#page4.tif
source=OUTRCO - Proof of Corporate Conversion (00805695)#page5.tif
source=OUTRCO - Proof of Corporate Conversion (00805695)#page6.tif

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "OUTRACO, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF JUNE, A.D. 2012, AT 6:18 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE CORPORATION HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED, AND THEREUPON THE CORPORATION SHALL CEASE TO EXIST AS A CORPORATION OF THE STATE OF DELAWARE.

3539694 1721C

120701695



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9619435

DATE: 06-05-12

TRADEMARK
REEL: 004848 FRAME: 0761

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE CORPORATION
TO A NON-DELAWARE ENTITY
PURSUANT SECTION 266 OF THE
GENERAL CORPORATION LAW

- 1.) The name of the Corporation is OUTRCO, INC.
_____.
- (If changed, the name under which it's certificate of incorporation was originally filed was _____.)
- 2.) The date of filing of its original certificate of incorporation with the Secretary of State is JUNE 21, 2002.
- 3.) The jurisdiction to which the corporation shall convert to is FLORIDA and the name under which the entity shall be known as is OUTRCO, INC.
- 4.) The conversion has been approved in accordance with this section;
- 5.) The corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.
- 6.) The address to which a copy of the process shall be mailed to by the Secretary of State is 1806 38th Avenue East, Bradenton, FL 34208

In Witness Whereof, the undersigned have executed this Certificate of Conversion on this 1st day of June, A.D. 2012.

By: Michael Maddaloni
Authorized Officer

Name: Michael Maddaloni, President
Print or Type Name and Title



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 18, 2012

CSC
BECKY PEIRCE

Re: Document Number P12000054479

The Certificate of Conversion and Articles of Incorporation were filed June 7, 2012, with an organizational date deemed effective June 21, 2002, for OUTRCO, INC., the resulting Florida corporation.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added. **It is your responsibility to remember to file your annual report in a timely manner.**

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6051, the Registration Filing Section.

Neysa Culligan
Regulatory Specialist II
Division of Corporations

Letter Number: 212A00016847

Account number: I20000000195

Amount charged: 105.00

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

TRADEMARK
REEL: 004848 FRAME: 0763

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

FILED
12 JUN -7 AM 11: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a Florida Profit Corporation in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

OUTRCO, INC.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a CORPORATION
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of DELAWARE
(Enter state, or if a non-U.S. entity, the name of the country)

on JUNE 21, 2002

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

OUTRCO, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: _____
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

Signed this 12th day of June, 20 12.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Michael Maddaloni

Printed Name: MICHAEL MADDALONI Title: PRESIDENT

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: Michael Maddaloni
Printed Name: MICHAEL MADDALONI Title: PRESIDENT

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:
Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:
Signatures of ALL General Partners.

If Florida Limited Liability Company:
Signature of a Member or Authorized Representative.

All others:
Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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: OUTRCO, INC.

ARTICLE II PRINCIPAL OFFICE

Principal street address
1806 38th Avenue East
Bradenton, Florida 34208

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Any and all lawful business.

FILED
12 JUN - 7 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV SHARES

The number of shares of stock is: 3,000 Shares of Common Stock

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Michael Maddaloni, President and Director
Address: 1806 38th Avenue East
Bradenton, Florida 34208

Name and Title: Darryl E. Smith, Vice President
Address: 1806 38th Avenue East
Bradenton, Florida 34208

Name and Title: Mary Stawiky, Director, Secretary, Treasurer
Address: 1806 38th Avenue East
Bradenton, Florida 34208

Name and Title: Christine Soto, Director
Address: 1806 38th Avenue East
Bradenton, Florida 34208

Name and Title: Stephen Knopik, Vice President
Address: 1806 38th Avenue East
Bradenton, Florida 34208

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: Corporation Service Company
Address: 1201 Hays Street
Tallahassee, FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Michael Maddaloni
Address: 1806 38th Avenue East
Bradenton, Florida 34208

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

By: Michael Maddaloni, ASST. VICEPRESIDENT
Required Signature/Registered Agent

6/7/2012
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.

Michael Maddaloni
Required Signature/Incorporator

6/1/2012
Date