

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
PEOPLEFUN LLC		07/31/2012	LIMITED LIABILITY COMPANY: TEXAS
RECEIVING PARTY DATA			
Name:	PEOPLEFUN, INC.		
Street Address:	990 South Sherman Street		
City:	Richardson		
State/Country:	TEXAS		
Postal Code:	75081		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	85499102	WORD CHUMS	
Serial Number:	85499089	CHUMS	
Serial Number:	85518535	PEOPLEFUN	
Serial Number:	85645273	PEOPLEFUN	
Serial Number:	85518828	PEOPLEFUN	
Serial Number:	85645275	PEOPLEFUN	
CORRESPONDENCE DATA			
Fax Number:	2142000853		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	214-651-5248		
Email:	ipdocketing@haynesboone.com		
Correspondent Name:	David A. Bell		
Address Line 1:	2323 Victory Avenue		
Address Line 2:	Suite 700		

OP \$165.00 85499102

Address Line 4: Dallas, TEXAS 75219

ATTORNEY DOCKET NUMBER: 47344.2

NAME OF SUBMITTER: David A. Bell

Signature: /David A. Bell/

Date: 11/13/2012

Total Attachments: 10

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Office of the Secretary of State

CERTIFICATE OF CONVERSION

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

PeopleFun LLC
File Number: 801363239

Converting it to

PeopleFun, Inc.
File Number: 801633765

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: 07/31/2012

Effective: 07/31/2012



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State



Office of the Secretary of State

CERTIFICATE OF FILING OF

PeopleFun, Inc.
File Number: 801633765

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic For-Profit Corporation has been received in this office and has been found to conform to the applicable provisions of 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 filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 07/31/2012

Effective: 07/31/2012



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

Hope Andrade
Secretary of State

CERTIFICATE OF CONVERSION
OF
PEOPLESFUN LLC
(a Texas limited liability company)
TO
PEOPLESFUN, INC.
(a Texas Corporation)

FILED
In the Office of the
Secretary of State of Texas

JUL 31 2012

Corporations Section

Pursuant to the provisions of Section 10.101 of the Texas Business Organizations Code (“*TBOC*”), PeopleFun LLC, a Texas limited liability company (the “*Converting Entity*”) adopts the following Certificate of Conversion for the purpose of effecting a conversion.

ARTICLE I

The name of the Converting Entity immediately prior to filing this Certificate of Conversion is PeopleFun LLC, a Texas limited liability company. The Converting Entity was formed on Dec. 30, 2010, and issued file number 801363239 by the Texas Secretary of State. PeopleFun LLC, will convert to a for-profit Texas corporation. The name of the for-profit corporation will be PeopleFun, Inc., a Texas for-profit corporation (the “*Converted Entity*”). The Converted Entity will use the same taxpayer identification number as the Converting Entity.

ARTICLE II

An executed Plan of Conversion will be on file at the principal place of business of the Converting Entity at 990 South Sherman Street, Richardson, TX 75081, County of Dallas, and an executed Plan of Conversion will be on file after the conversion at the principal place of business of the Converted Entity at the same address.

ARTICLE III

A copy of the executed 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 Entity or Converted Entity.

ARTICLE IV

The Plan of Conversion has been approved as required under the laws of the State of Texas and by the Converting Entity’s governing documents.

ARTICLE V

The Converted Entity is a Texas for-profit corporation. The Certificate of Formation of the Texas for-profit corporation is attached as Exhibit A.

ARTICLE VI

The Converted Entity will remain liable for payment of all fees and taxes required by Texas law to be paid by the Converting Entity.

ARTICLE VII

This document becomes effective when the document is accepted and filed by the Texas Secretary of State.

[Remainder of Page Intentionally Left Blank; Signature Page Follows]

EXECUTED as of July 31, 2012.

PEOPLESFUN LLC,
a Texas limited liability company

By: Tony Goodman
Name: Tony A. Goodman
Title: Manager

Exhibit A

Certificate of Formation

(ATTACHED)

EXHIBIT A

TRADEMARK
REEL: 004899 FRAME: 0294

FILED
In the Office of the
Secretary of State of Texas

JUL 31 2012

Corporations Section

**CERTIFICATE OF FORMATION
OF PEOPLEFUN, INC.**

The undersigned natural person of the age of eighteen years or more, acting as an organizer of a corporation under the Texas Business Organizations Code (the "**TBOC**"), does hereby adopt the following Certificate of Formation for such corporation.

1. The entity being formed is a for-profit business corporation. The name of the corporation is PeopleFun, Inc. (the "**Corporation**").
2. The Corporation is being formed pursuant to a plan of conversion of PeopleFun, LLC, a Texas limited liability company, located at 3 Cedro Place, Dallas, TX 75230, formed on December 30, 2010, and issued file number 801363239.
3. The purpose for which the Corporation is organized is the transaction of any and all lawful purposes for which a for-profit corporation may be organized under the TBOC.
4. The business address of the Corporation's initial registered office is 990 South Sherman Street, Richardson, TX 75081, County of Dallas, and the name of its initial registered agent at that address is Tony A. Goodman.
5. The initial Board of Directors shall consist of one (1) director and the name and address of the person who is to serve as the initial director until the first annual meeting of the shareholders or a successor is elected and qualified is:

Name

Address

Tony Goodman

990 South Sherman Street
Richardson, TX 75081

Hereafter, the number of directors will be determined in accordance with the Bylaws of the Corporation.

6. (a) The aggregate number of shares of capital stock that the Corporation will have authority to issue is 100,000,100, all of which will be shares of Common Stock, having a par value of \$0.01 per share, with 100 of such shares being designated as Class A Common Stock and 100,000,000 of such shares being designated as Class B Common Stock.

(b) The rights, preferences, and limitations of the Class A Common Stock and Class B Common Stock shall be identical in all respects, except that:

(i) until the death or incapacitation of both Founders, the holders of shares of Class A Common Stock, voting as one class, shall possess exclusive voting power for the election of directors of the Corporation and for all other purposes (unless otherwise provided by law or any other provision of this Certificate of Formation). In the exercise

of such voting power, the holders of the Class A Common Stock shall be entitled to one vote for each such share held;

(ii) until the death or incapacitation of both Founders, the holders of shares of Class B Common Stock shall not be entitled to vote or participate in meetings of shareholders, or otherwise have or exercise any voting rights with respect to such shares (unless otherwise provided by law or any other provision of this Certificate of Formation); and

(iii) upon the death or incapacitation of both Founders, the Class A Common stock shall cease to have exclusive voting power, and the holders of the Class A Common Stock and Class B Common Stock shall vote together as a single class for the election of directors of the Corporation and for all other purposes. In the exercise of such voting power, the holders of the Class A Common Stock and Class B Common Stock shall be entitled to one vote for each such share held.

For the purposes of this Article 6(b), "*Founders*" shall mean Tony Goodman and Angelo Laudon, being the initial holders of shares of Class A Common Stock.

(c) Preferred stock may be issued in one or more series as may be determined from time to time by the Board of Directors. All shares of any one series of preferred stock will be identical except as to the dates of issue and the dates from which dividends on shares of the series issued on different dates will cumulate, if cumulative. Authority is hereby expressly granted to the Board of Directors to authorize the issuance of one or more series of preferred stock, and to fix by resolution or resolutions providing for the issue of each such series the voting powers, designations, preferences, and relative, participating, optional, redemption, conversion, exchange or other special rights, qualifications, limitations or restrictions of such series, and the number of shares in each series, to the full extent now or hereafter permitted by law.

7. At all meetings of shareholders, a quorum will be present if the holders of a majority of the shares entitled to vote at the meeting are represented at the meeting in person or by proxy.
8. Any action required or permitted by law, this Certificate of Formation or the Corporation's Bylaws to be taken at a meeting of the shareholders of the Corporation may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and will be delivered to the Corporation by delivery to its registered office in Texas, its principal place of business or an officer or agent of the Corporation having custody of the minute book
9. Shareholders of the Corporation will not have the right of cumulative voting for the election of directors or for any other purpose.
10. The Board of Directors is expressly authorized to alter, amend or repeal the Bylaws of the Corporation or to adopt new Bylaws.

11. To the fullest extent permitted by the laws of the State of Texas as the same exist or may hereafter be amended, a director of the Corporation will not be liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article will not increase the personal liability of any director of the Corporation for any act or occurrence taking place before such repeal or modification, or adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability of a director that has not been eliminated by the provisions of this Article.

[SIGNATURE PAGE FOLLOWS]

This Certificate of Formation shall become effective upon filing with the Secretary of State of the State of Texas.

SIGNED AND DATED as of the 31st day of July, 2012

Tony Goodman
Tony A. Goodman