

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dynasty Spirits, LLC		03/22/2012	LIMITED LIABILITY COMPANY: TEXAS
RECEIVING PARTY DATA			
Name:	Dynasty Spirits, Inc.		
Street Address:	301 Perkins Drive		
City:	Lantana		
State/Country:	TEXAS		
Postal Code:	76226		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85252190	NUE VODKA	
Serial Number:	85308688	NUE	
CORRESPONDENCE DATA			
Fax Number:	9723672002		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	972.367.2001		
Email:	tmdocketing@cclaw.com		
Correspondent Name:	Carstens & Cahoon, LLP		
Address Line 1:	Attn: David W. Carstens		
Address Line 2:	P.O. Box 802334		
Address Line 4:	Dallas, TEXAS 75380		
ATTORNEY DOCKET NUMBER:	ADSPI.0501		
NAME OF SUBMITTER:	David W. Carstens		

OP \$65.00 85252190

Signature:	/David W. Carstens/
Date:	11/28/2012
Total Attachments: 9 source=Cert of Conversion - Dynasty Spirits LLC to Dynasty Spirits Inc - 03.22.2012#page1.tif source=Cert of Conversion - Dynasty Spirits LLC to Dynasty Spirits Inc - 03.22.2012#page2.tif source=Cert of Conversion - Dynasty Spirits LLC to Dynasty Spirits Inc - 03.22.2012#page3.tif source=Cert of Conversion - Dynasty Spirits LLC to Dynasty Spirits Inc - 03.22.2012#page4.tif source=Cert of Conversion - Dynasty Spirits LLC to Dynasty Spirits Inc - 03.22.2012#page5.tif source=Cert of Conversion - Dynasty Spirits LLC to Dynasty Spirits Inc - 03.22.2012#page6.tif source=Cert of Conversion - Dynasty Spirits LLC to Dynasty Spirits Inc - 03.22.2012#page7.tif source=Cert of Conversion - Dynasty Spirits LLC to Dynasty Spirits Inc - 03.22.2012#page8.tif source=Cert of Conversion - Dynasty Spirits LLC to Dynasty Spirits Inc - 03.22.2012#page9.tif	



Office of the Secretary of State

CERTIFICATE OF CONVERSION

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

DYNASTY SPIRITS, LLC
File Number: 801349667

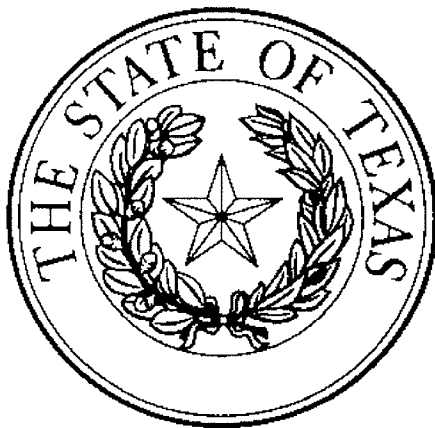
Converting it to

DYNASTY SPIRITS, INC.
File Number: 801570688

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: 03/22/2012

Effective: 03/22/2012



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

DYNASTY SPIRITS, INC.
File Number: 801570688

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: 03/22/2012

Effective: 03/22/2012



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

Hope Andrade
Secretary of State

CERTIFICATE OF CONVERSION

OF

DYNASTY SPIRITS, LLC

FILED
In the Office of the
Secretary of State of Texas
MAR 22 2012
CORPORATIONS SECTION

The undersigned files this Certificate of Conversion for the purpose of converting to a Texas corporation and certifies as follows:

1. The name of the converting entity is Dynasty Spirits, LLC, a Texas limited liability company ("Converting Entity"). The date of formation of Converting Entity is December 1, 2010. The file number issued to Converting Entity by the secretary of state is 801349667.

2. A plan of conversion has been approved as required by the laws of Texas and the governing documents of Converting Entity.

3. The executed plan of conversion is on file at the principal place of business of the Converting Entity at 301 Perkins Drive, Lantana, Texas 76226 and the executed plan of conversion will be on file, from and after the conversion, at the principal place of business of the Converted Entity at 301 Perkins Drive, Lantana, Texas 76226.

4. A copy of the plan of conversion will be furnished by the Converting Entity (prior to the conversion) or the Converted Entity (after the conversion) on written request and without cost, to any shareholder, member or partner of the converting entity or the converted entity, as the case may be.

5. The Converted Entity is a Texas for-profit corporation. A copy of the Certificate of Formation of Converted Entity, which is to be created pursuant to the plan of conversion, is attached hereto at Exhibit "A" and is being filed with the Texas Secretary of State with this Certification of Conversion.

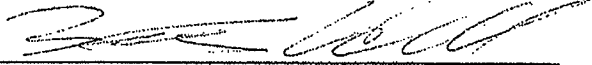
6. In lieu of providing a tax certificate from the Texas Comptroller of Public Accounts, Converted Entity will be liable for the payment of all fees and franchise taxes owed by Converting Entity.

7. The conversion will be effective when this document is accepted and filed by the secretary of state.

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

DATED: March 22, 2012.

DYNASTY SPIRITS, LLC,
a Texas limited liability company

By: 
Lewis Dustin Odell, manager

FILED
In the Office of the
Secretary of State of Texas
MAR 22 2012
CORPORATION SECTION

CERTIFICATE OF FORMATION
OF
DYNASTY SPIRITS, INC.

I, the undersigned person of the age of eighteen (18) years or more, being a citizen of the State of Texas, acting as Organizer of a corporation under the Texas Business Organizations Code, do hereby adopt the following Certificate of Formation for such corporation:

ARTICLE I.
NAME

The name of the for-profit corporation being formed is **DYNASTY SPIRITS, INC.** ("Corporation").

Corporation is being formed pursuant to a plan of conversion. The name of the converting entity is Dynasty Spirits, LLC, a Texas limited liability company ("Converting Entity"). The business address of Converting Entity is 301 Perkins Drive, Lantana, Texas 76226. The date of formation of Converting Entity is December 1, 2010. The file number issued to Converting Entity by the secretary of state is 801349667.

ARTICLE II.
DURATION

The period of its duration is perpetual.

ARTICLE III.
PURPOSES AND POWERS

The purpose for which Corporation is being organized is to transact any and all lawful business for which a corporation may lawfully be organized under the Texas Business Organizations Code; provided that the officers or directors of Corporation shall not be authorized to exercise any powers of Corporation inconsistent with limitations on any of such powers which may be expressly set forth either in the laws of the State of Texas or in this Certificate of Formation, nor shall such powers be deemed to authorize any action in violation of the antitrust laws of the State of Texas.

ARTICLE IV.
SHARES

Corporation is authorized to issue:

- A. 100,000,000 Class A Common Shares and such shares shall have a par value of \$.001 per share.

- B. 20,000,000 Class B Common Shares and such shares shall have a par value of \$.0001 per share; and
- C. 30,000,000 Class C Common Shares and such shares shall have a par value of \$.0001 per share.

ARTICLE V.
REGISTERED OFFICE AND AGENT

The initial registered agent is an individual resident of the State of Texas by the name of Andrew L. Siegel. The business address of the registered agent and the registered office address is 3333 Lee Parkway, Tenth Floor, Dallas, Texas 75219.

ARTICLE VI.
DIRECTORS

The number of director(s) constituting the initial Board of Directors is two (2), and the name and address of each member to serve as director until the first meeting of the shareholders, or until a successor is elected and qualified, is:

Lewis Dustin Odell
301 Perkins Drive
Lantana, Texas 76226

William Devin Odell
301 Perkins Drive
Lantana, Texas 76226

B. The number of directors of Corporation set forth in Paragraph A. of this Article constitutes the authorized number of directors until changed by an amendment of the Bylaws of Corporation or by the vote or written consent of the shareholders of a majority of the then outstanding shares of Corporation entitled to vote.

ARTICLE VIII.
INDEMNIFICATION

Corporation shall, to the fullest extent to which it is empowered to do so by the Texas Business Organizations Code, or any other applicable laws as may from time to time be in effect, indemnify and advance expenses to any person who was, is, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative (including any inquiry or investigation that could lead to an appeal in such action, suit or proceeding), by reason of the fact that he is or was a director or officer of Corporation, or is or was serving at the request of Corporation as a director, officer,

partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any and all losses, claims, demands, liabilities, expenses (including court costs and attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding (the "Liability") except for Liability of a person for (a) a breach of their duty of loyalty to Corporation or its shareholders, (b) an act or omission not in good faith that constitutes a breach of duty of the person to Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law, (c) a transaction from which the person received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's position with Company, or (d) an act or omission for which the liability of a person is expressly provided for by an applicable statute. Corporation's obligations under this Article include, but are not limited to, the convening of any meeting, and the consideration of any matter thereby, required in order to determine the permissibility and reasonableness of any request for indemnification or the advance of expenses and authorization of payment thereof. Corporation's obligation to indemnify and to advance expenses under this Article shall arise, and all rights granted to any person hereunder shall vest, at the time of the occurrence of the transaction or event to which such action, suit or proceeding relates, or at the time that the action or conduct to which such action, suit or proceeding relates was first taken or engaged in (or omitted to be taken or engaged in), regardless of when such action, suit or proceeding is first threatened, commenced or completed. Notwithstanding any amendment of this Certificate of Formation or other corporate action, nothing shall diminish or adversely affect any rights to indemnification or prepayment of expenses granted under this Article which shall have become vested as aforesaid prior to the date that such amendment or other corporate action is taken. If any provision of this Article shall be held to be invalid or unenforceable, the validity and enforceability of the remaining provisions shall not in any way be affected or impaired.

ARTICLE VIII.
STANDARD FOR CONDUCT

No person shall be liable to Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by a director or officer of Corporation so long as such person acted in good faith, with ordinary care and in the manner the director or officer reasonably believed to be in the best interest of Corporation.

ARTICLE IX.
USE OF CORPORATE SURPLUS

The Board of Directors shall have power to determine the use and disposition of any surplus or net profits over and above the stated capital, and in their discretion the directors may use and apply any such surplus or accumulated profits in purchasing or acquiring the bonds or other obligations or shares of Corporation, to such extent and in such manner and upon such terms as the directors shall deem expedient; but shares so purchased or acquired may be resold

unless such shares have been retired for the purpose of decreasing Corporation's stated capital as provided by law.

ARTICLE X.
WARRANTS AND OPTIONS

Corporation, by resolution or resolutions of the Board of Directors, shall have power to create and issue, whether or not in connection with the issue and sale of any shares or any other securities of Corporation, warrants, rights, or options entitling the holders thereof to purchase from Corporation any shares of any class or classes or any other securities of Corporation, such warrants, rights or options to be evidenced by or in such instrument or instruments as shall be approved by the Board of Directors. The terms upon which any such warrants, rights or options may be issued, and any such shares or other securities may be purchased from Corporation upon the exercise of any such warrant, right, or option, shall be fixed and stated in the resolution or resolutions of the Board of Directors providing for the creation and issue of such warrants, rights, or options. The Board of Directors is hereby authorized to create and issue any such warrants, rights, or options from time to time for such consideration, and to such persons, firms, or corporations, as the Board of Directors may determine.

ARTICLE XI.
TRANSFERABILITY RESTRICTIONS

All shares of Corporation shall be subject to the following restrictions as to the transferability of such shares by the holder:

A. No holder of shares of Corporation may transfer, sell, or otherwise for value convey any shares of Corporation to any other entity, firm, person, or any combination of the foregoing without having first given notice in writing to Corporation by letter addressed to the President of Corporation at the office of Corporation, stating in full the terms of any offer received for the purchase of such shares, disclosing any and all of the material facts thereof, and granting to Corporation the first right and option to purchase said shares on the same terms and conditions as are set forth in said notice, said option to purchase to be effective for a period of thirty (30) days after actual receipt of said notice in writing by the President of Corporation.

B. No holder of shares of Corporation shall pledge, hypothecate, or otherwise encumber shares of Corporation owned by such shareholder without first (i) giving notice of such intended act to the President of Corporation by certified mail, return receipt requested, fully disclosing and outlining the party to whom such shares are to be pledged, hypothecated, or encumbered, and stating the consideration, if any, to be received for such hypothecation, and (ii) obtaining the consent of Corporation (evidenced by resolution of the Board of Directors of Corporation) to consummate such pledge, hypothecation, or encumbrance, which consent shall not unreasonably be withheld.

ARTICLE XII.
NOT A CLOSE CORPORATION

Corporation is not intended to qualify or function as a close corporation, as that term is defined by the Texas Business Organizations Code.

ARTICLE XIII.
ACTION WITHOUT MEETING

Any action required to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted, sign a written consent or consents stating the actions taken.

ARTICLE XIV.
ORGANIZER

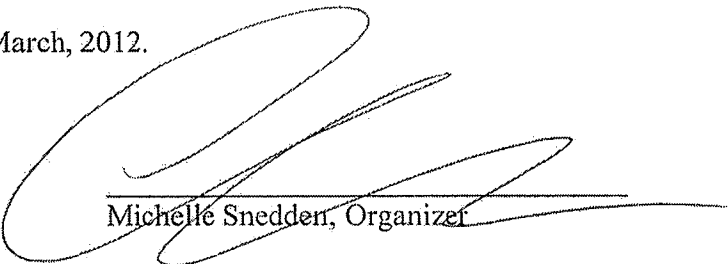
The name and address of the Organizer is:

Michelle Snedden
3333 Lee Parkway
Tenth Floor
Dallas, Texas 75219

ARTICLE XV.
EFFECTIVENESS OF FILING

This Certificate of Formation becomes effective when it is filed by the Secretary of State of Texas.

EXECUTED this 22nd day of March, 2012.


Michelle Snedden, Organizer