

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
Prima Eye Group, Inc		06/28/2012	S Corporation: GEORGIA

RECEIVING PARTY DATA	
Name:	Prima Eye Group, LLC
Street Address:	2625 Cumberland Parkway SE, Ste 105
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30339
Entity Type:	LIMITED LIABILITY COMPANY: GEORGIA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	4117332	PRIMA EYE GROUP

CORRESPONDENCE DATA	
Fax Number:	4049913619
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	800-668-0599
Email:	kcrowell@primaeyegroup.com
Correspondent Name:	Prima Eye Group, LLC
Address Line 1:	2625 Cumberland Parkway SE, Ste 105
Address Line 4:	Atlanta, GEORGIA 30339

NAME OF SUBMITTER:	Kim Crowell
Signature:	/Kim Crowell/
Date:	02/21/2013

Total Attachments: 7

OP \$40.00 4117332

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STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530

CERTIFICATE OF CONVERSION

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that a certificate of conversion has been filed on **06/28/2012** converting

PRIMA EYE GROUP, INC.
a Domestic Profit Corporation

to

PRIMA EYE GROUP, LLC
a Domestic Limited Liability Company

The required fees as provided by Title 14 of the Official Code of Georgia Annotated have been paid. Conversion of the above-named entity is effective upon issuance of this certificate.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on June 28, 2012



Brian P. Kemp
Secretary of State

CERTIFICATE OF CONVERSION

PRIMA EYE GROUP, INC. to PRIMA EYE GROUP LLC

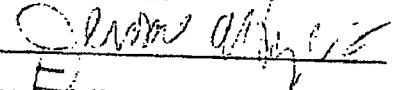
This Certificate of Conversion is for a Georgia business corporation to become a limited liability company under the Georgia Limited Liability Company Act pursuant to O.C.G.A. § 14-2-1109.1 and O.C.G.A. § 14-11-212 and constitutes a plan for such conversion.

1. The name of the corporation making the election to convert to a limited liability company is Prima Eye Group, Inc., a corporation organized under the laws of the State of Georgia (the "Entity").
2. The Entity elects to become a limited liability company under the Georgia Limited Liability Company Act, O.C.G.A. § 14-11-100 et seq.
3. The name of the limited liability company to be formed by the conversion is Prima Eye Group, LLC.
4. This election shall become effective with the filing of this certificate with the Georgia Secretary of State, which date is expected to be on or about June 8, 2012.
5. This election has been approved by the shareholders of the Entity in accordance with O.C.G.A. §14-11-212 (a) and O.C.G.A. §14-2-1109 .1.
6. With this Certificate of Conversion, Articles of Organization in the form required by O.C.G.A. § 14-11-204 are being filed with the Georgia Secretary of State, using a name that satisfies the requirements of O.C.G.A. § 14-11-207, and that such articles shall govern the limited liability company being formed by this conversion, unless and until modified in accordance with the Georgia Limited Liability Company Act. (See Attachment).
7. The manner and basis for converting the ownership interests in the Entity into membership interests for the limited liability company being formed pursuant to this conversion are as follows:


"The Board and Shareholders of the Entity acknowledge and agree that the Entity has only one (2) shareholder as of the Effective Date of this conversion, with all issued and outstanding shares in the Entity being automatically converted as of such date so as to result in the Chairman of the Board & CEO, Jerome A. Hayes, owning sixty-one percent (61%) of the Membership Interest in the limited liability company, the President and COO, Neil Gailmard, owning thirty-nine percent (39%)."

IN WITNESS WHEREOF, This Certificate of Conversion by a Georgia business corporation to become a limited liability company under the Georgia Limited Liability Company Act has been executed on June 7, 2012 at Atlanta, Georgia.

Board of Directors


Jerome A. Hayes, Chairman of the Board & CEO

Shareholders


Neil B. Gailmard, President & COO

State of Georgia
Conversion 6 Page(s)



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EXHIBIT A - FORM
CERTIFICATE OF CONVERSION

PRIMA EYE GROUP, INC. to PRIMA EYE GROUP LLC

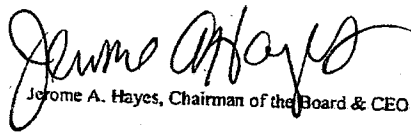
This Certificate of Conversion is for a Georgia business corporation to become a limited liability company under the Georgia Limited Liability Company Act pursuant to O.C.G.A. § 14-2-1109.1 and O.C.G.A. § 14-11-212 and constitutes a plan for such conversion.

1. The name of the corporation making the election to convert to a limited liability company is Prima Eye Group, Inc., a corporation organized under the laws of the State of Georgia (the "Entity").
2. The Entity elects to become a limited liability company under the Georgia Limited Liability Company Act, O.C.G.A. § 14-11-100 et seq.
3. The name of the limited liability company to be formed by the conversion is Prima Eye Group, LLC.
4. This election shall become effective with the filing of this certificate with the Georgia Secretary of State, which date is expected to be on or about June 8, 2011.
5. This election has been approved by the shareholders of the Entity in accordance with O.C.G.A. §14-11-212 (a) and O.C.G.A. §14-2-1109 .i.
6. With this Certificate of Conversion, Articles of Organization in the form required by O.C.G.A. § 14-11-204 are being filed with the Georgia Secretary of State, using a name that satisfies the requirements of O.C.G.A. § 14-11-207, and that such articles shall govern the limited liability company being formed by this conversion, unless and until modified in accordance with the Georgia Limited Liability Company Act. (See Attachment).
7. The manner and basis for converting the ownership interests in the Entity into membership interests for the limited liability company being formed pursuant to this conversion are as follows:

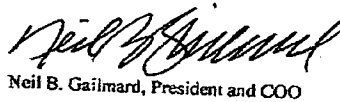
"The Board and Shareholders of the Entity acknowledge and agree that the Entity has only one (2) shareholder as of the Effective Date of this conversion, with all issued and outstanding shares in the Entity being automatically converted as of such date so as to result in the Chairman of the Board & CEO, Jerome A. Hayes, owning sixty-one percent (61%) of the Membership Interest in the limited liability company, the President and COO, Neil B. Gailmard, owning thirty-nine percent (39%)."

IN WITNESS WHEREOF, This Certificate of Conversion by a Georgia business corporation to become a limited liability company under the Georgia Limited Liability Company Act has been executed on June 8, 2012 at Atlanta, Georgia.

Board of Directors


Jerome A. Hayes, Chairman of the Board & CEO

Shareholders


Neil B. Gailmard, President and COO

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EXHIBIT B - FORM
ARTICLES OF ORGANIZATION
of
PRIMA EYE GROUP, LLC

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Georgia (particularly Sections 14-11-203 and 14-11-204 of the Georgia Limited Liability Company Act, as amended and supplemented, hereby certifies that:

ARTICLE ONE - NAME & ADDRESS

The name of the limited liability company is Prima Eye Group, LLC ("Company") and its principal place of business is 2625 Cumberland Pkwy, Suite 275, Atlanta, GA 30339.

ARTICLE TWO - ORGANIZER

The name and address of the organizer is:

<u>Name:</u>	<u>Address:</u>
Terri Abraham, Organizer	Prima Eye Group 2625 Cumberland Parkway, Suite 275 Atlanta, GA 30339

ARTICLE THREE - REGISTERED AGENT AND OFFICE

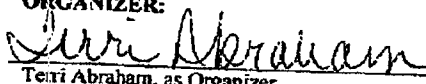
The name and address of the initial registered agent is:

<u>Name:</u>	<u>Address:</u>
Jerome A. Hayes	c/o Prima Eye Group, LLC 2625 Cumberland Pkwy, Suite 275 Atlanta GA 30339

ARTICLE FOUR - MANAGEMENT

Management of the Company is vested in one or more managers who shall be selected in accordance with these Articles or such operating agreement as may be agreed to by the members of the Company. The initial Manager of the Company shall be Jerome A. Hayes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 8th day of June, 2012.

ORGANIZER:

Terri Abraham, as Organizer

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PRIMA EYE GROUP, INC.
UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS & SHAREHOLDER
IN LIEU OF SPECIAL, ANNUAL OR ORGANIZATIONAL MEETING
June 8, 2012

Following the receipt of timely and due notice, the undersigned, being the Chairman of the Board of Directors and CEO (the "Board") and the President and COO of Prima Eye Group, Inc., a Georgia corporation (the "Company") and shareholders of the Company, acting by written consent pursuant to Section 14-2-212, 705, 1103 and 1109.1 of the Georgia Business Corporation Code (the "Code") and the Articles of Incorporation and bylaws of the Company, do hereby consent to the adoption of, and hereby confirm, approve and ratify the actions set forth in, this document ("Unanimous Consent"). This Unanimous Consent shall be dated and shall be effective as of the date first written above.

WHEREAS the Company was formed and established on March 3, 2011 (the "Formation Date"), which action was approved and ratified by the Company's sole shareholder, Jerome A. Hayes, (the "Shareholder") and board of directors (the Board");

WHEREAS "The Board and Shareholders of the Entity acknowledge and agree that the Entity has only one (2) shareholders as of the Effective Date of this conversion, with all issued and outstanding shares in the Entity being automatically converted as of such date so as to result in the Chairman of the Board & CEO, Jerome A. Hayes, owning sixty-one percent (61%) of the Membership Interest in the limited liability company, the President and COO, Nail B. Gailmard, owning thirty-nine (39%) percent"; and

WHEREAS the Board and Shareholder believe it to be in the best interest of the shareholders of the Company to convert the Company from being a Georgia corporation to a Georgia limited liability corporation pursuant to Sections 14-11-212 and 14-2-1109.1 of the Code.

NOW, THEREFORE, BE IT RESOLVED after due consideration and reasonable inquiry as follows:

1. **Approval of Conversion.** The Board and Shareholder hereby approve the conversion of the Company from a Georgia corporation to a Georgia limited liability company pursuant to the Code.
2. **Plan of Conversion.** The Board and Shareholder hereby ratify, approve and adopt the form of: (i) certificate of conversion attached hereto as Exhibit A as the plan of conversion, and (ii) Articles of Organization attached hereto as Exhibit B. Upon conversion to a limited liability company, the Company is to be named Prima Eye Group, LLC, the initial manager is to be Jerome A. Hayes. The Board, then-current officers of the Company, manager, organizer, and all duly appointed representatives

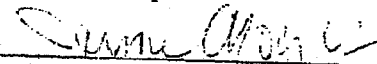
Page 1 of 4

Prima Eye Group Unanimous Consent - Conversion from corporation to LLC

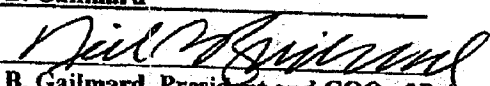
of any such persons or the Company are hereby authorized to take all action and execute all documents necessary to further and make effective such conversion.

FURTHER RESOLVED, that the authority given hereunder shall be deemed retroactive and any and all acts taken in furtherance of such above stated resolutions, the Certificate of Conversion and any other transactions authorized or contemplated herein, and any and all acts of the Board, the organizer, the manager, any officer of the Company or any person or persons designated and authorized to act by any of such persons with respect thereto, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolutions, be, and each such act hereby is, ratified, confirmed and approved in all respects.

DIRECTOR:

By: 
Jerome A. Hayes, Chairman of the Board and CEO of
Prima Eye Group, Inc.

SHAREHOLDER:

Neil B. Gailmard
By: 
Neil B. Gailmard, President and COO of Prima Eye
Group, LLC



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION

237 Coliseum Drive
Macon, Georgia 31217-3858
(404) 656-2817

Registered agent, officer, entity status information via the Internet
sos.georgia.gov/corporations

TRANSMITTAL INFORMATION
GEORGIA LIMITED LIABILITY COMPANY

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: tabraham@primaeyegroup.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.	LLC Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank) Prima Eye Group, LLC				
	LLC Name (List exactly as it appears in articles)				
2.	Jerome A. Hayes			800.668.0599	
	Name of person filing articles (certificate will be mailed to this person, at address below) 2625 Cumberland Pkwy SE, Ste. 275			Telephone Number	
	Address				
	Atlanta	GA	30339		
	City	State	Zip Code		
3.	2625 Cumberland Pkwy SE, Ste. 275				
	Principal Office Mailing Address of LLC (Unlike registered office address, this may be a post office box)				
	Atlanta	GA	30339		
	City	State	Zip Code		
4.	Jerome A. Hayes				
	Name of LLC's Registered Agent in Georgia				
	2625 Cumberland Pkwy SE, Ste. 275				
	Registered Office Street Address of LLC in Georgia (Post office box or mail drop not acceptable for registered office address)				
	Atlanta	Cobb	GA	30339	
	City	County	State	Zip Code	
5.	Name and Address of each organizer (Attach additional sheets if necessary)				
	Terri Abraham	2625 Cumberland Pkwy SE Atlanta			GA 30339
	Organizer	Address			City State Zip Code
	Organizer	Address			City State Zip Code
6.	Mail the following items to the Secretary of State at the above address:				
	1) <input checked="" type="checkbox"/> This transmittal form				
	2) <input type="checkbox"/> Original and one copy of the Articles of Organization				
	3) <input type="checkbox"/> Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.				
	<i>Terri Abraham</i>			<u>06/07/2012</u>	
	Authorized Signature			Date	
	Member, Manager, Organizer or Attorney-in-fact (Circle one)				
	Request certificates and obtain entity information via the Internet: sos.georgia.gov/corporations				

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