

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
ARCOS, Inc.		11/01/2013	CORPORATION: OHIO

RECEIVING PARTY DATA	
Name:	ARCOS LLC
Street Address:	445 Hutchinson Avenue
Internal Address:	Suite 700
City:	Columbus
State/Country:	OHIO
Postal Code:	43235
Entity Type:	LIMITED LIABILITY COMPANY: OHIO

PROPERTY NUMBERS Total: 6		
Property Type	Number	Word Mark
Serial Number:	85801551	ARCOS
Serial Number:	85801658	A
Serial Number:	85801573	ARCOS
Serial Number:	85801564	ARCOS
Serial Number:	85801668	SIREN
Serial Number:	85801628	SIREN

CORRESPONDENCE DATA	
Fax Number:	2165790212
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	216-586-7149
Email:	mhmisitigh@jonesday.com
Correspondent Name:	Angela R. Gott
Address Line 1:	Jones Day
Address Line 2:	North Point, 901 Lakeside Avenue

CH \$165.00 85801551

Address Line 4: Cleveland, OHIO 44114-1190

ATTORNEY DOCKET NUMBER: 560255-115514

NAME OF SUBMITTER: Angela R. Gott

Signature: /Angela R. Gott/

Date: 11/07/2013

Total Attachments: 10

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DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
11/01/2013	201330500275	CONVERSION WITHIN SOS RECORDS (CVS)	125.00	300.00		.00	5.00

Receipt

This is not a bill. Please do not remit payment.

PORTER WRIGHT MORRIS & ARTHUR LLP
41 S HIGH ST STE 2800
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

1580624

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

ARCOS LLC

and, that said business records show the filing and recording of:

Document(s)

CONVERSION WITHIN SOS RECORDS

Document No(s):

201330500275

Effective Date: 11/01/2013

CHANGE BUSINESS TYPE DOM. PROFIT LIM. LIAB. CO.



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 1st day of November,
A.D. 2013.

Ohio Secretary of State



Form 700 Prescribed by:
JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Bussevv@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State

Mall this form to one of the following:
Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two-business day processing
time requires an additional \$100.00).
P.O. Box 1390
Columbus, OH 43216

Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State Filing Fee: \$125

(CHECK ONLY ONE (1) BOX)

(1) Converting Within The Records of the Ohio
Secretary of State

(2) Converting Off The Records of the Ohio
Secretary of State
(187-VXX)

Name of the converting entity
Jurisdiction of Formation
Charter/Registration Number

The converting entity is a:
(Check Only (1) One Box)

- | | |
|--|---|
| <input checked="" type="checkbox"/> Domestic Corporation (For-Profit or Nonprofit) | <input type="checkbox"/> Partnership |
| <input type="checkbox"/> Foreign Corporation (For-Profit or Nonprofit) | <input type="checkbox"/> Domestic Limited Partnership |
| <input type="checkbox"/> Domestic Nonprofit Limited Liability Company | <input type="checkbox"/> Foreign Limited Partnership |
| <input type="checkbox"/> Foreign Nonprofit Limited Liability Company | <input type="checkbox"/> Domestic Limited Liability Partnership |
| <input type="checkbox"/> Domestic For-Profit Limited Liability Company | <input type="checkbox"/> Foreign Limited Liability Partnership |
| <input type="checkbox"/> Foreign For-Profit Limited Liability Company | |

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists
and that those laws permit the conversion.

2013 NOV -1 AM 9:14
RECEIVED

Name of the converted entity

Jurisdiction of Formation

The converted entity is a:
(Check Only (1) One Box)

<input type="checkbox"/> Domestic Corporation (For-Profit)	<input type="checkbox"/> Partnership
<input type="checkbox"/> Foreign Corporation (For-Profit or Nonprofit)	<input type="checkbox"/> Domestic Limited Partnership
<input type="checkbox"/> Domestic Nonprofit Limited Liability Company	<input type="checkbox"/> Foreign Limited Partnership
<input type="checkbox"/> Foreign Nonprofit Limited Liability Company	<input type="checkbox"/> Domestic Limited Liability Partnership
<input checked="" type="checkbox"/> Domestic For-Profit Limited Liability Company	<input type="checkbox"/> Foreign Limited Liability Partnership
<input type="checkbox"/> Foreign For-Profit Limited Liability Company	

Effective Date (The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

Name

Mailing Address

City State Zip Code

Required information that must accompany conversion certificate if box 2 is checked

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City State Zip Code

If the agent is an individual using a P.O. Box, check this box to confirm that the agent is an Ohio resident.

See instructions for additional filing requirements if

- (1) the conversion creates a new domestic entity,
- (2) the converted entity is a foreign entity that desires to transact business in Ohio; or
- (3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.

IN WITNESS WHEREOF, the conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Required

Must be signed by an authorized representative.

Mitchell B. McLeod
Signature

By (if applicable)

Mitchell B. McLeod, President
Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

ARCOS, Inc.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency	Date Notified	Agency	Date Notified
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215	10-29-13	Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319	10-29-13
*Only required for domestic for-profit corporations		Overnight: P.O. Box 182413 Columbus, OH 43218-2413	Regular: P.O. Box 182413 Columbus, OH 43218-2413
Ohio Department of Taxation Taxpayer Services Division/Tax Release Unit PO Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us		<input type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.	
Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. [see note below]			

*Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature Mitchell B. McLeod Title President

Mitchell B. McLeod
Name

445 Hutchinson Avenue, #700
Mailing Address

Columbus OH 43235
City State Zip Code

Acknowledged before me and subscribed in my presence on 10/29/2013
Date

Seal [Signature] Commission Expires 10-02-16
Notary Public Date



Department of
Taxation

Taxpayer Services Division
P.O. Box 182382
Columbus, Ohio 43218-2382
Phone: 888-405-4039
TTY/TDD: 800-750-0750
<http://tax.ohio.gov>

CERTIFICATE OF TAX CLEARANCE

This certificate certifies that the below stated entity has filed all tax returns and paid in full all taxes and fees administered by the tax commissioner through the certificate issue date indicated below. Additional tax liabilities may be billed and/or assessed at a later date as a result of an examination or audit for any periods ending prior to the date of dissolution.

ARCOS INC

Charter: 1580624

Certificate issue date: October 31, 2013

A handwritten signature in black ink, appearing to read 'Joseph W. Testa'.

Joseph W. Testa
Tax Commissioner

Note: This certificate must be filed along with all forms prescribed by the Ohio Secretary of State. For filing information, visit Ohio Secretary of State's web site at *OhioSecretaryofState.gov*.

AFFIDAVIT OF PERSONAL PROPERTY

State of

County of

Name of Officer

Title of Officer

of
Name of Corporation

and that this affidavit is made in compliance with Section of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property in the following county (ies)

Signature:

Title:

Acknowledged before me and subscribed in my presence on

Date

Seal

Notary Public

Expiration date of Notary Public's Commission

Date



Form 533A Prescribed by:
Ohio Secretary of State
JON HUSTED
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)
www.OhioSecretaryofState.gov
Busserv@OhioSecretaryofState.gov

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 670
Columbus, OH 43216

Expedite Filing (Two-business day processing
time requires an additional \$100.00).
P.O. Box 1390
Columbus, OH 43216

**Articles of Organization for a Domestic
Limited Liability Company**

Filing Fee: \$125

CHECK ONLY ONE (1) BOX

(1) Articles of Organization for Domestic
For-Profit Limited Liability Company
(115-LCA)

(2) Articles of Organization for Domestic
Nonprofit Limited Liability Company
(115-LCA)

Name of Limited Liability Company

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "Ltd.," or "Ltd"

Effective Date
(Optional) mm/dd/yyyy

(The legal existence of the limited liability company begins upon the filing
of the articles or on a later date specified that is not more than ninety days
after filing)

This limited liability company shall exist for
(Optional) Period of Existence

Purpose
(Optional)

****Note for Nonprofit LLCs**

The Secretary of State does not grant tax exempt status. Filing with our office is not sufficient to obtain state or federal tax
exemptions. Contact the Ohio Department of Taxation and the Internal Revenue Service to ensure that the nonprofit
limited liability company secures the proper state and federal tax exemptions. These agencies may require that a purpose
clause be provided.

ORIGINAL APPOINTMENT OF AGENT

The undersigned authorized member(s), manager(s) or representative(s) of

ARCOS LLC

Name of Limited Liability Company

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The name and address of the agent is

Acme Agent, Inc.

Name of Agent

41 South High Street, Suite 2800

Mailing Address

Columbus

City

Ohio

State

43215

ZIP Code

ACCEPTANCE OF APPOINTMENT

The undersigned, Acme Agent, Inc. named herein as the statutory agent

Statutory Agent Name

for ARCOS LLC

Name of Limited Liability Company

hereby acknowledges and accepts the appointment of agent for said limited liability company

Statutory Agent Signature

Barry Kemp Assistant Secretary

Individual Agent's Signature / Signature on Behalf of Corporate Agent

If the agent is an individual and using a P.O. Box, check this box to confirm that the agent is an Ohio resident.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Articles and original appointment of agent must be signed by a member, manager or other representative.


Signature

By (if applicable)

William J. Kelly, Jr.
Print Name

Print Name

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name