

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MyFitnessPal, LLC		06/25/2013	LIMITED LIABILITY COMPANY: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MyFitnessPal, Inc.		
<b>Street Address:</b>	525 Brannan Street, Suite 300		
<b>City:</b>	San Francisco		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94107		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4357908		
<b>Registration Number:</b>	4316273	MYFITNESSPAL	
<b>Registration Number:</b>	3872768	MYFITNESSPAL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7049181285		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	704-245-6515		
<b>Email:</b>	bdavis@vlpawgroup.com		
<b>Correspondent Name:</b>	Brian M. Davis		
<b>Address Line 1:</b>	5960 Fairview Rd, Suite 400		
<b>Address Line 4:</b>	Charlotte, NORTH CAROLINA 28210		
<b>NAME OF SUBMITTER:</b>	Brian M. Davis		
<b>Signature:</b>	/Brian M. Davis/		

OP \$90.00 4357908

Date:

12/04/2013

**Total Attachments: 3**

source=MYFITNESSPAL change of entity type#page1.tif

source=MYFITNESSPAL change of entity type#page2.tif

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**State of California  
Secretary of State**

**Certificate of Conversion**

CONV-1A

File # 200913510010

**FILED**  
**Secretary of State  
State of California**

**JUN 25 2013**

**IMPORTANT — Read all instructions before completing this form.**

This Space For Filing Use Only

**Converted Entity Information**

1. NAME OF CONVERTED ENTITY

MyFitnessPal, Inc.

2. FORM OF ENTITY

Corporation

3. JURISDICTION

Delaware

4. MAILING ADDRESS OF CHIEF EXECUTIVE OFFICE

CITY

STATE

ZIP CODE

5. STREET ADDRESS OF CHIEF EXECUTIVE OFFICE

CITY

STATE

ZIP CODE

6. STREET ADDRESS OF THE CALIFORNIA OFFICE, IF ANY

CITY

STATE

ZIP CODE

CA

7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS

CITY

STATE

ZIP CODE

**Converting Entity Information**

8. NAME OF CONVERTING ENTITY

MyFitnessPal, LLC

9. FORM OF ENTITY

Limited Liability Company

10. JURISDICTION

California

11. CA SECRETARY OF STATE FILE NUMBER, IF ANY

200913510010

12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

Class A, 27,000,000

100%

Class B, 1,000

100%

**Additional Information**

13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

June 25, 2013

DATE

SIGNATURE OF AUTHORIZED PERSON

Michael Lee, Managing Member

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

Albert Lee, Managing Member

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON



I hereby certify that the foregoing transcript of \_\_\_\_\_ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUN 26 2013

Date: \_\_\_\_\_ *ym*

*Debra Bowen*  
DEBRA BOWEN, Secretary of State

TRADEMARK

REEL: 005167 FRAME: 0221

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is California.
- 2.) The jurisdiction immediately prior to filing this Certificate is California.
- 3.) The date the Limited Liability Company first formed is May 13, 2009.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is MyFitnessPal, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is MyFitnessPal, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 25th day of June, A.D. 2013.

By: /s/ Michael Lee

Name: Michael Lee  
Print or Type

Title: Co-Founder  
Print or Type