

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM323979

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/30/2013		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Just Brands Holding Co., LLC		12/30/2013	LIMITED LIABILITY COMPANY: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Just Goods, Inc.		
Street Address:	P.O. Box 907		
City:	Culver City		
State/Country:	CALIFORNIA		
Postal Code:	90232		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85724281	JUST	
Serial Number:	85724282	JUST	
Serial Number:	85724284	JUST	
CORRESPONDENCE DATA			
Fax Number:	3102283953		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	310.228.3700		
Email:	rwalsh@smrh.com		
Correspondent Name:	Jill M. Pietrini		
Address Line 1:	1901 Avenue of the Stars, Suite 1600		
Address Line 4:	Los Angeles, CALIFORNIA 90067		
ATTORNEY DOCKET NUMBER:	42RT-205745		
NAME OF SUBMITTER:	Jill M. Pietrini, Esq.		
SIGNATURE:	//jmp//		
DATE SIGNED:	11/21/2014		
Total Attachments: 2			
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Delaware

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The First State

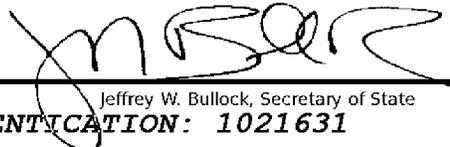
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "JUST BRANDS HOLDING CO., LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "JUST BRANDS HOLDING CO., LLC" TO "JUST GOODS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2013, AT 5:23 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5457657 8100V

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1021631

DATE: 12-30-13

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005405 FRAME: 0949

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

The undersigned for the purpose of converting a California limited liability company to a Delaware corporation under the Delaware General Corporation Law (8 *Del. C.* § 265), hereby certifies as follows:

- 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 September 5, 2012.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Just Brands Holding Co., LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Just Goods, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate on the 30th day of December, 2013.

JUST BRANDS HOLDING CO., LLC,
a California limited liability company

By: /s/ Miguel Melendez
Name: Miguel Melendez
Title: Director