

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM338387

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Urnex Brands, Inc.		04/14/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Urnex Brands, LLC		
<b>Street Address:</b>	700 EXECUTIVE BLVD		
<b>City:</b>	ELMSFORD		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10523		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2129109	SANI-PURE	
<b>Registration Number:</b>	2806501	URNEX	
<b>Registration Number:</b>	2905085	PURO CAFF	
<b>Registration Number:</b>	3090265	CAFIZA	
<b>Registration Number:</b>	3090267	RINZA	
<b>Registration Number:</b>	3192536	PURO CAFF	
<b>Registration Number:</b>	4045242	CLEANCAF	
<b>Registration Number:</b>	2364420	CLEANCAF	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Email:</b>	prosecutiondocketing@paulhastings.com		
<b>Correspondent Name:</b>	Paul Hastings LLP		
<b>Address Line 1:</b>	P.O. Box 919092		
<b>Address Line 4:</b>	San Diego, CALIFORNIA 92191-9092		
<b>ATTORNEY DOCKET NUMBER:</b>	72163.00012		
<b>NAME OF SUBMITTER:</b>	Laura C. Yip		
<b>SIGNATURE:</b>	/Laura C. Yip/		

CH \$215.00 2129109

<b>DATE SIGNED:</b>	04/16/2015
<b>Total Attachments: 8</b> source=Urnex Brands, LLC-DE Charter(114615438_1)#page1.tif source=Urnex Brands, LLC-DE Charter(114615438_1)#page2.tif source=Urnex Brands, LLC-DE Charter(114615438_1)#page3.tif source=Urnex Brands, LLC-DE Charter(114615438_1)#page4.tif source=Urnex Brands, LLC-DE Charter(114615438_1)#page5.tif source=Urnex Brands, LLC-DE Charter(114615438_1)#page6.tif source=Urnex Brands, LLC-DE Charter(114615438_1)#page7.tif source=Urnex Brands, LLC-DE Charter(114615438_1)#page8.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "URNEX BRANDS, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TENTH DAY OF DECEMBER, A.D. 2002, AT 2 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2014, AT 9:23 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "URNEX BRANDS, INC." TO "URNEX BRANDS, LLC", FILED THE FOURTEENTH DAY OF APRIL, A.D. 2015, AT 11:50 O'CLOCK A.M.

CERTIFICATE OF FORMATION, FILED THE FOURTEENTH DAY OF APRIL, A.D. 2015, AT 11:50 O'CLOCK A.M.

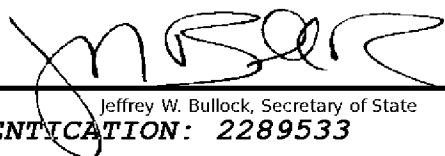
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "URNEX BRANDS, LLC".

3552334 8100H

150509328



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2289533

DATE: 04-14-15

TRADEMARK  
REEL: 005498 FRAME: 0661

**CERTIFICATE OF INCORPORATION  
OF  
URNEX BRANDS, INC.**

Under Section 102 of the General Corporation Law  
of the State of Delaware

**ARTICLE I**

**NAME**

The name of the corporation is Urnex Brands, Inc. (the "Corporation").

**ARTICLE II**

**REGISTERED OFFICE AND AGENT**

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808. The Corporation's registered agent at such address is Corporation Service Company.

**ARTICLE III**

**PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV**

**CAPITAL STOCK**

**Section 1. Authorized Stock.** The total number of shares of all classes of stock that the Corporation is authorized to issue is Three Thousand (3,000) shares of Common Stock, with a par value of \$0.01 per share (the "Common Stock").

**Section 2. Voting.** The holders of Common Stock shall be entitled to one vote for each share so held with respect to each matter voted on by the stockholders of the Corporation. There shall be no cumulative voting.

**Section 3. Dividends.** Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the board of directors.

**Section 4. Liquidation.** Upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock shall be entitled to receive all assets of the Corporation available for distribution to stockholders.

## ARTICLE V

### **BOARD OF DIRECTORS**

**Section 1.     Management.** The business and affairs of the Corporation shall be managed by or under the direction of the board of directors.

**Section 2.     No Ballot.** The directors need not be elected by written ballot unless the bylaws of the Corporation shall so provide.

**Section 3.     Liability.** No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or any successor provision, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article V, Section 3 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

## ARTICLE VI

### **MEETINGS OF STOCKHOLDERS**

Meetings of the stockholders may be held within or without the State of Delaware, as the bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the Delaware statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the bylaws of the Corporation.

## ARTICLE VII

### **BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of the Corporation.

## ARTICLE VIII

### **INCORPORATOR**

The name and address of the sole incorporator is as follows:

Lane T. Watson, Esq.  
Day, Berry & Howard LLP  
CityPlace I  
Hartford, Connecticut 06103-3499

## **ARTICLE IX**

### **PERPETUAL EXISTENCE**

The Corporation is to have perpetual existence.

## **ARTICLE X**

### **COMPROMISE OR ARRANGEMENT**

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under §291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under §279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

## **ARTICLE XI**

### **INDEMNIFICATION**

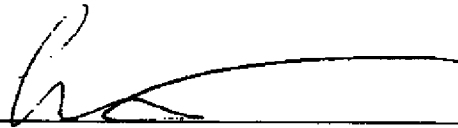
The Corporation is (i) required to provide indemnification of (and advancement of expenses to) to directors to the fullest extent permitted by the General Corporation Law and other applicable laws, and (ii) permitted to provide indemnification of (and advancement of expenses to) officers, employees and agents of the Corporation (and any other persons to which the General Corporation Law permits the Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement of expenses otherwise permitted by Section 145 of the General Corporation law, subject, in each case, only to limits created by applicable law (statutory or non-statutory). Any amendment, repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such amendment, repeal or modification.

## **ARTICLE XII**

### **AMENDMENTS AND REPEAL**

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Laws of the State of Delaware, do make, file and record this Certificate of Incorporation hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 10th day of December, 2002.

  
\_\_\_\_\_  
Lane T. Watson, Incorporator

**CERTIFICATE OF AMENDMENT TO THE  
CERTIFICATE OF INCORPORATION OF  
URNEX BRANDS, INC.**

Urnex Brands, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. This Certificate of Amendment (the "Certificate of Amendment") amends the Certificate of Incorporation of the Corporation filed with the Secretary of State of Delaware on December 10, 2002 (the "Certificate of Incorporation").

2. SECTION 1 and SECTION 2 of ARTICLE IV of the Certificate of Incorporation are hereby amended and restated to read in their entirety as follows:

Section 1. Authorized Stock. The total number of shares of stock that the Corporation shall have authority to issue is Three Thousand (3,000) shares of common stock having a par value of \$.01 per share ("Common Stock") of which One Thousand Five Hundred (1,500) shares are designated as Voting Common Stock ("Voting Common Stock"), and One Thousand Five Hundred (1,500) shares are designated as Non-Voting Common Stock ("Non-Voting Common Stock"). The rights, preferences, powers, privileges, and the restrictions, qualifications and limitations of the Non-Voting Common Stock are identical with those of the Voting Common Stock other than in respect of voting rights as set forth herein. For all purposes under this Certificate of Incorporation, the Voting Common Stock and Non-Voting Common Stock shall together constitute a single class of shares of the Common Stock of the Corporation.

Section 2. Voting. Except as otherwise required by law or this Certificate of Incorporation, the holders of the Voting Common Stock shall possess exclusively all voting power. Each holder of Voting Common Stock shall have one vote in respect of each share held by him of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of stockholders of the Corporation. Except as otherwise required by law, shares of Non-Voting Common Stock shall be non-voting.

3. This Certificate of Amendment was duly adopted in accordance with the provisions of Sections 228(e) and 242 of the General Corporation Law of the State of Delaware.

4. The Certificate of Incorporation, as amended by this Certificate of Amendment, shall remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed this 21st day of October, 2014.

By: 

Joshua G. Dick  
President

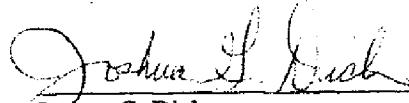


**CERTIFICATE OF CONVERSION  
TO  
LIMITED LIABILITY COMPANY**

Pursuant to Section 18-214 of the Delaware Limited Liability Company Act (the "Act"):

1. Urnex Brands, Inc., a Delaware corporation (the "Corporation"), was formed on December 10, 2002 in the State of Delaware.
2. The Corporation was a Delaware corporation with the name "Urnex Brands, Inc." immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.
3. The name of the limited liability company as set forth in its certificate of formation filed in accordance with Section 18-214(b) of the Act is Urnex Brands, LLC.
4. This Certificate of Conversion shall be effective on as of the date of filing.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Limited Liability Company on the 14<sup>th</sup> day of April, 2015.

  
Joshua G. Dick  
Authorized Person

**CERTIFICATE OF FORMATION**

**OF**

**URNEX BRANDS, LLC**

This Certificate of Formation of Urnex Brands, LLC is being executed by the undersigned for the purpose of forming a limited liability company pursuant to Section 18-201 of the Delaware Limited Liability Company Act.

**FIRST:** The name of the limited liability company is:

Urnex Brands, LLC

**SECOND:** Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808, and its registered agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 14<sup>th</sup> day of April, 2015.



Joshua G. Dick  
Authorized Person