

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM345033

<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>
ZIPPY SHELL USA, LLC		05/28/2015	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Zippy Shell Incorporated		
<b>Street Address:</b>	1023 31st Street NW		
<b>City:</b>	Washington		
<b>State/Country:</b>	D.C.		
<b>Postal Code:</b>	20007		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4484062	ZIPMOVE	
<b>Registration Number:</b>	3998719	ZIPPY SHELL	
<b>Registration Number:</b>	3994484	ZIPPY SHELL	
<b>Registration Number:</b>	4660187	ZIPPYU	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9374436635		
<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>Phone:</b>	9374436817		
<b>Email:</b>	trademarks@thompsonhine.com		
<b>Correspondent Name:</b>	Roger H. Bora		
<b>Address Line 1:</b>	10050 Innovation Drive, Suite 400		
<b>Address Line 4:</b>	Dayton, OHIO 45342-4934		
<b>ATTORNEY DOCKET NUMBER:</b>	092948-002		
<b>NAME OF SUBMITTER:</b>	Roger H. Bora		
<b>SIGNATURE:</b>	/roger h bora/		
<b>DATE SIGNED:</b>	06/18/2015		
<b>Total Attachments: 6</b>			
source=Zippy Shell Incorporated - Certificate of Conversion (Certified Copy) - #page1.tif			

OP \$115.00 4484062

source=Zippy Shell Incorporated - Certificate of Conversion (Certified Copy) - #page2.tif  
source=Zippy Shell Incorporated - Certificate of Conversion (Certified Copy) - #page3.tif  
source=Zippy Shell Incorporated - Certificate of Conversion (Certified Copy) - #page4.tif  
source=Zippy Shell Incorporated - Certificate of Conversion (Certified Copy) - #page5.tif  
source=Zippy Shell Incorporated - Certificate of Conversion (Certified Copy) - #page6.tif

# Delaware

PAGE 1

*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 DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "ZIPPY SHELL USA, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ZIPPY SHELL USA, LLC" TO "ZIPPY SHELL INCORPORATED", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MAY, A.D. 2015, AT 5:16 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-NINTH DAY OF MAY, A.D. 2015, AT 9:59 O'CLOCK A.M.


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

4677982 8100V

150812772



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: 2419813

DATE: 05-29-15

TRADEMARK  
REEL: 005555 FRAME: 0780

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION OF  
DOMESTIC LIMITED LIABILITY COMPANY INTO  
DOMESTIC CORPORATION**

Pursuant to Section 265 of the General Corporation Law of the State of Delaware, the undersigned has executed this Certification of Conversion for the purpose of converting Zippy Shell USA, LLC, a Delaware limited liability company (the "Company"), into a Delaware corporation pursuant to Section 18-216 of the Delaware Limited Liability Company Act and Section 265 of the General Corporation Law of the State of Delaware:

- FIRST:** The Company was first formed under the laws of the State of Delaware by filing a Certificate of Formation on April 17, 2009, and such jurisdiction has not changed prior to the filing of this Certificate.
- SECOND:** The name of the Company immediately prior to the filing of this Certificate was Zippy Shell USA, LLC, and the Company is a Delaware limited liability company immediately prior to the filing of this Certificate.
- THIRD:** The name of the corporation as set forth in the Certificate of Incorporation is Zippy Shell Incorporated.
- FOURTH:** The effective time of the conversion of the Company into a corporation is 9:59am ET, on May 29, 2015.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by an authorized officer on the 28th day of May, 2015.

ZIPPY SHELL USA, LLC

By   
Rick Bel Sontro, Chief Executive Officer

826298

# Delaware

PAGE 2

*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 CERTIFICATE OF INCORPORATION OF "ZIPPY SHELL INCORPORATED" FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF MAY, A.D. 2015, AT 5:16 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE TWENTY-NINTH DAY OF MAY, A.D. 2015, AT 9:59 O'CLOCK A.M.


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

4677982 8100V

150812772



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: 2419813

DATE: 05-29-15

TRADEMARK  
REEL: 005555 FRAME: 0783

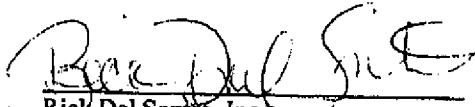
**STATE OF DELAWARE  
CERTIFICATE OF INCORPORATION OF  
ZIPPY SHELL INCORPORATED**

- FIRST:** The name of the corporation is Zippy Shell Incorporated.
- SECOND:** The corporation was converted from a Delaware limited liability company into a Delaware corporation effective as of 9:59am ET, on May 29, 2015.
- THIRD:** The address of its registered office of the Corporation in the State of Delaware is 1201 Orange St., Suite 600, One Commerce Center, Wilmington, County of New Castle, Delaware 19899. The name of its registered agent at such address is Incorp Services, Inc.
- FOURTH:** The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.
- FIFTH:** The total number of shares of stock which the Corporation shall have authority to issue is Two Million Eight Hundred Thousand (2,800,000), all of which are common shares, and the par value of each such share is \$0.00001.
- SIXTH:** The number of directors of the Corporation shall be two (2). Rick Del Sontro and Gareth Taylor shall be the initial directors of the Corporation, and the address of each is 1023 31st Street NW, Washington D.C. 20007.
- SEVENTH:** Meetings of the stockholders may be held within or without the State of Delaware. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board.
- EIGHTH:** The name and mailing address of the sole incorporator is:

Rick Del Sontro  
3050 K Street NW Suite 170  
Washington D.C. 20007

*[Signature Page Follows]*

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, 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 28th day of May, 2015.

  
Rick Del Sontro, Incorporator

826302