

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM375113

<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>
MDC Acquisition Co.		05/12/2010	CORPORATION: OHIO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	MDC Acquisition Co., LLC		
<b>Street Address:</b>	6333 Hudson Crossing Parkway		
<b>City:</b>	Hudson		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	44236		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: OHIO		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3771048	FITNESS WHOLESale	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2165796073		
<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>	2165791700		
<b>Email:</b>	ascheidler@pearne.com		
<b>Correspondent Name:</b>	Pearne & Gordon LLP		
<b>Address Line 1:</b>	1801 East 9th Street		
<b>Address Line 2:</b>	Suite 1200		
<b>Address Line 4:</b>	Cleveland, OHIO 44114		
<b>ATTORNEY DOCKET NUMBER:</b>	MDC-44105US1		
<b>NAME OF SUBMITTER:</b>	Steven J. Solomon		
<b>SIGNATURE:</b>	/stevenjsolomon/		
<b>DATE SIGNED:</b>	03/01/2016		
<b>Total Attachments: 9</b>			
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DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/14/2010	201013301118	CONVERSION WITHIN SOS RECORDS (CVS)	125.00	100.00		.00	.00

**Receipt**

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

WALTER & HAVERFIELD LLP  
 ATTN: REGINALD JORDAN  
 1301 EAST NINTH STREET, SUITE 3500  
 CLEVELAND, OH 44114

**STATE OF OHIO**  
**CERTIFICATE**

**Ohio Secretary of State, Jennifer Brunner**

**980052**

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

**MDC ACQUISITION CO., LLC**

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

Document(s)

**CONVERSION WITHIN SOS RECORDS**  
 (CHANGE BUSINESS TYPE DOM. PROFIT LIM. LIAB. CO. )

Document No(s):

**201013301118**



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 12th day of May, A.D.  
 2010.

Ohio Secretary of State



Form 700 Prescribed by the: Ohio Secretary of State

Central Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us  
Busserv@sos.state.oh.us

Expedite this form: (select one)  
Mail form to one of the following:

- Expedite PO Box 1390  
Columbus, OH 43216  
\*\*\* Requires an additional fee of \$100 \*\*\*
- Non-Expedite PO Box 1329  
Columbus, OH 43216

**CERTIFICATE OF CONVERSION FOR ENTITIES CONVERTING  
WITHIN OR OFF THE RECORDS OF THE OHIO SECRETARY OF STATE**  
Filing Fee: \$125

(CHECK ONLY ONE (1) BOX)

<input checked="" type="checkbox"/> (1) Converting Within The Records of the Ohio Secretary of State	<input type="checkbox"/> (2) Converting Off The Records of the Ohio Secretary of State (187-VXX)
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Name of the converting entity: MDC Acquisition Co.

Jurisdiction of Formation: Ohio

Charter/Registration Number: 980052

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

<input checked="" type="checkbox"/> Domestic Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> Foreign Corporation	<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	<input type="checkbox"/> Business Trust

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.

Name of the converted entity: MDC Acquisition Co., LLC

Jurisdiction of Formation: Ohio

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

<input type="checkbox"/> Domestic Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> Foreign Corporation	<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	<input type="checkbox"/> Business Trust

CLEVELAND REGIONAL OFFICE  
2010 MAY 12 PM 3:31  
RECEIVED

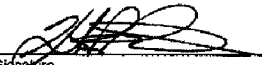
Effective Date _____	(The conversion is effective upon the filing of this certificate or on a later date specified in the certificate that it is not more than ninety days after filing)	
(Optional)		
Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.		
1932 Service Corp.		
Name		
1301 East Ninth Street, Suite 3500		
Mailing Address		
Cleveland	OH	44114
City	State	Zip Code

<b>Required information that must accompany conversion certificate if box 2 is checked</b>		
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 _____
<input type="checkbox"/> If the agent is an individual using a P.O. Box, check this box to confirm that the agent is an Ohio resident.		
If the converting entity is a domestic or foreign corporation licensed to transact business in Ohio and converting off the records, the certificate of conversion must be accompanied by the affidavits herein attached. (See Instructions)		

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 foreign or domestic corporation licensed to transact business in this state 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 authenticated (signed)  
by an authorized representative.

  
Signature

5/12/10  
Date

Kurt Packer  
Print Name

Chief Financial Officer  
Title

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Title

**AFFIDAVIT RELEASES FROM VARIOUS GOVERNMENTAL AUTHORITIES**  
**MDC Acquisition Co.**

Exact Name of Corporation

If a foreign or domestic corporation licensed to transact business in Ohio is the converting entity, the certificate of conversion must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.811(B)(4) of the Revised Code.

<b>AGENCY</b> Ohio Department of Taxation Dissolution Section 4485 Northland Ridge Blvd. Columbus, Ohio 43228	<b>DATE NOTIFIED</b> <u>5/12/10</u>	<b>AGENCY</b> Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319 Overnight: 4020 East 5th Avenue Columbus, OH 43219-1811	<b>DATE NOTIFIED</b> <u>5/12/10</u>  <b>Regular:</b> P.O. Box 182413 Columbus, OH 43218-2413
<b>AGENCY</b> Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, OH 43215	<b>DATE NOTIFIED</b> <u>5/12/10</u>	<b>TREASURER</b> The treasurer of any county in which the corporation has personal property:  Summit	<b>DATE NOTIFIED</b>  <u>5/12/10</u>

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

Signature *[Signature]* Title CFO  
Kurt Packer

Name  
1810 Summit Commerce Park  
Street Address / P.O. Box Address

Tuscarawas OH 44087  
City State Zip Code

Acknowledged before me and subscribed in my presence on Date 5/12/10

Seal *[Signature]*

Notary Public  
Commission Expires Nov. 18, 2014  
DIANA B. RINK  
Notary Public, State of Ohio  
Recorded in Cuyahoga County  
My Commission Exp.: Nov. 18, 2014

AFFIDAVIT OF PERSONAL PROPERTY

STATE OF Ohio

County Summit ss:

Kurt Packer

Name of Officer

CFO

Title of Officer

of MDC Acquisition Co.

Name of Corporation

and that this affidavit is made in compliance with Section 1701.811(B)(4) 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 only in the following county (ies)

Summit

and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

Signature: [Handwritten Signature] Title: CFO

Acknowledged before me and subscribed in my presence on Date 5/12/10

Seal [Handwritten Signature]  
 Notary Public **DIANA B. RINK**  
 Notary Public, State of Ohio  
 Recorded in Cuyahoga County  
 My Commission Exp.: Nov. 18, 2014

Expiration date of Notary Public's Commission Nov 18, 2014  
Date





Form 533A Prescribed by the: Ohio Secretary of State

Central Ohio: (614) 466-3910  
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us  
Busserv@sos.state.oh.us

Expedite this form: (select one)  
Mail form to one of the following:

- Expedite PO Box 1380  
Columbus, OH 43216  
**\*\*\* Requires an additional fee of \$100 \*\*\***
- Non Expedite PO Box 870  
Columbus, OH 43216

**ARTICLES OF ORGANIZATION FOR A DOMESTIC LIMITED LIABILITY COMPANY**  
Filing Fee: \$125.00

RECEIVED  
2010 MAY 12 PM 3:57  
OHIO SECRETARY OF STATE  
CLEVELAND REGIONAL OFF.

(CHECK ONLY ONE (1) BOX)

<p>(1) <input checked="" type="checkbox"/> Articles of Organization for Domestic For-Profit Limited Liability Company (115-LCA) ORC 1705</p>	<p>(2) <input type="checkbox"/> Articles of Organization for Domestic Nonprofit Limited Liability Company (115-LCA) ORC 1705</p>
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Name of limited liability company  
**MDC Acquisition Co., LLC**

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

Effective Date (Optional) \_\_\_\_\_ (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)  
mm/dd/yyyy

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

Purpose (Optional)  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Check here if additional provisions are attached

**ORIGINAL APPOINTMENT OF AGENT**

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

MDC Acquisition Co., 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

1932 Service Corp.

Name of Agent

1301 East Ninth Street, Suite 3500

Mailing Address

Cleveland

City

Ohio

State

44114

Zip Code

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

**ACCEPTANCE OF APPOINTMENT**

The undersigned, named herein as the statutory agent for

MDC Acquisition Co., LLC

Name of Limited Liability Company

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

1932 Service Corp.

R. Todd Hunt  
By: R. Todd Hunt, Vice President

Agent's Signature

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 on behalf of the limited liability company identified above.

**REQUIRED**  
Articles and original appointment of agent must be authenticated (signed) by a member, manager or other representative.

  
\_\_\_\_\_  
Signature

5/12/10  
Date

Kurt Packer  
\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

\_\_\_\_\_  
Print Name

(See Instructions Below)