

## TRADEMARK ASSIGNMENT COVER SHEET

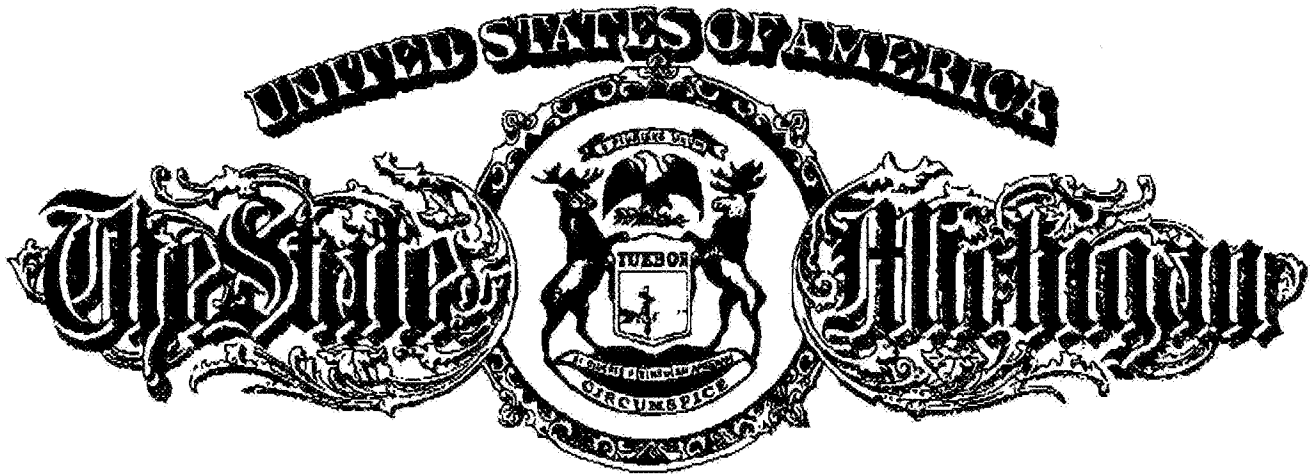
Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM378587

<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>
J. America, Inc.		03/16/2016	Corporation: MICHIGAN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	J. America, LLC		
<b>Street Address:</b>	1200 Mason Court		
<b>City:</b>	Webberville		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	48892		
<b>Entity Type:</b>	Limited Liability Company: MICHIGAN		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3162638	J. AMERICA	
<b>Serial Number:</b>	86493204	TRILOGY TEAM LICENSED GROUP	
<b>Serial Number:</b>	86493175	TRIBUTE TEAM LICENSED GROUP	
<b>Serial Number:</b>	86262855	TITAN APPAREL	
<b>Serial Number:</b>	78829259	LUCKY DAYZ	
<b>Serial Number:</b>	77278052	BLUEMARBLE CLOTHING COMPANY	
<b>Serial Number:</b>	77278022	BLUEMARBLE CLOTHING COMPANY	
<b>Serial Number:</b>	77277975	BLUEMARBLE CLOTHING COMPANY	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2165863939		
<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>	2165863939		
<b>Email:</b>	pcyngier@jonesday.com		
<b>Correspondent Name:</b>	Michael A. Zadd		
<b>Address Line 1:</b>	901 LAKESIDE AVENUE		
<b>Address Line 2:</b>	JONES DAY		
<b>Address Line 4:</b>	CLEVELAND, OHIO 44114		
<b>ATTORNEY DOCKET NUMBER:</b>	381209-625002		
<b>NAME OF SUBMITTER:</b>	Michael A. Zadd		

CH \$215.00 3162638

<b>SIGNATURE:</b>	/Michael A. Zadd/
<b>DATE SIGNED:</b>	03/30/2016
<b>Total Attachments: 7</b> source=J. America, LLC Certified Certificate of Conversion (and Articles)#page1.tif source=J. America, LLC Certified Certificate of Conversion (and Articles)#page2.tif source=J. America, LLC Certified Certificate of Conversion (and Articles)#page3.tif source=J. America, LLC Certified Certificate of Conversion (and Articles)#page4.tif source=J. America, LLC Certified Certificate of Conversion (and Articles)#page5.tif source=J. America, LLC Certified Certificate of Conversion (and Articles)#page6.tif source=J. America, LLC Certified Certificate of Conversion (and Articles)#page7.tif	



Department of Licensing and Regulatory Affairs

Lansing, Michigan

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*



Sent by Facsimile Transmission  
437715

*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 16th day of March, 2016*

*Julia Dale*

Julia Dale, Director  
Corporations, Securities & Commercial Licensing Bureau

TRADEMARK  
REEL: 005761 FRAME: 0195

**Michigan Department of  
Licensing and Regulatory Affairs**

**Filing Endorsement**

*This is to Certify that the*

**CERTIFICATE OF CONVERSION AND ARTICLES OF ORGANIZATION**

for

**J. AMERICA, INC.  
ID Number: 437715**

TO

**J. AMERICA, LLC  
ID Number: E8183M**

*received by facsimile transmission on March 16, 2016, is hereby endorsed filed on  
March 16, 2016, by the Administrator.*

*The document is effective on the date filed, unless a  
subsequent effective date within 90 days after  
received date is stated in the document.*



*In testimony whereof, I have hereunto set my hand  
and affixed the Seal of the Department, in the City of  
Lansing, this 16<sup>th</sup> day of March, 2016.*

*Julia Dale*

*Julia Dale, Director  
Corporations, Securities & Commercial Licensing Bureau*

CSCL/CD-554 (Rev. 08/15)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU										
Date Received	(FOR BUREAU USE ONLY)									
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.									
<table border="1"> <tr> <td colspan="3">Name Jonathan Picard</td> </tr> <tr> <td colspan="3">Address Dentons US LLP, 303 Peachtree Street NE, Suite 5300</td> </tr> <tr> <td>City Atlanta</td> <td>State GA</td> <td>ZIP Code 30308</td> </tr> </table>		Name Jonathan Picard			Address Dentons US LLP, 303 Peachtree Street NE, Suite 5300			City Atlanta	State GA	ZIP Code 30308
Name Jonathan Picard										
Address Dentons US LLP, 303 Peachtree Street NE, Suite 5300										
City Atlanta	State GA	ZIP Code 30308								
EFFECTIVE DATE:										

Document will be returned to the name and address you enter above.  
If left blank, document will be returned to the registered office.

### CERTIFICATE OF CONVERSION

#### For use by a Corporation Converting into a Business Organization

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies), and Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate of Conversion.

#### 1. Before Conversion

Entity Name: J. America, Inc.		Entity ID: 437715
Indicate (X) Entity Type	<input checked="" type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Domestic Nonprofit Corporation
	Street Address, if different than the one provided in Item 3:	
	<input type="checkbox"/>	Foreign Profit Corporation
	<input type="checkbox"/>	Foreign Nonprofit Corporation

#### 2. After Conversion

Entity Name: J. America, LLC		
Indicate (X) Entity Type	<input type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Domestic Nonprofit Corporation
	<input type="checkbox"/>	Foreign Profit Corporation
	<input type="checkbox"/>	Foreign Nonprofit Corporation
	<input checked="" type="checkbox"/>	Domestic Limited Liability Company
	<input type="checkbox"/>	Foreign Limited Liability Company
If the converting corporation is a domestic corporation that has not commenced business, has not issued any shares or memberships, and has not elected a board of directors, proceed to Item 9.		
If the converting corporation is a domestic corporation that has commenced business or a foreign corporation, proceed to Item 3.		

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3. Surviving Business Organization

Governing Statute: Michigan Limited Liability Company Act
Street Address: 1200 Mason Court, Webberville, MI 48892
Principal Place of Business: 1200 Mason Court, Webberville, MI 48892

4. Complete only if converting a profit corporation.

Designation and number of outstanding shares in each class and series <u>10,002 shares of common stock</u>
Indicate class and series of shares entitled to vote _____ Common stock
Indicate class and series entitled to vote as a class, if any _____ N/A
If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows:  N/A

5. Complete only if converting a nonprofit corporation and it is organized on a stock basis.

Designation and number of outstanding shares in each class _____
Indicate class of shares entitled to vote _____
Indicate class of shares entitled to vote as a class, if any _____
If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows:  _____

6. Complete only if converting a nonprofit corporation and it is organized on a membership basis.

For a corporation organized on a membership basis, state (a) a description of its members and (b) the number, classification, and voting rights of its members:          
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7. Complete only if converting a nonprofit corporation and it is organized on directorship basis.

For a corporation organized on a directorship basis, state (a) a description of the organization of its board and (b) the number, classification, and voting rights of its directors:          
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8. The manner and basis of converting the shares or memberships of the converting corporation into ownership interests or obligations of the surviving business organization, into cash, into other consideration that may include ownership interests or obligations of an entity that is not a party to the conversion, or into a combination of cash and other consideration.

(a) Every one (1) share of common stock of J. America, Inc. which shall be outstanding as of the date of filing of this Certificate of Conversion (the "Effective Time"), and all rights in respect thereto, shall, by virtue of the conversion and without any action on the part of the holder thereof, thereupon be converted into one (1) fully paid and non-assessable membership interest of J. America, LLC.

(b) On and after the Effective Time, the holders of certificates, if any, representing shares of common stock of J. America, Inc. outstanding prior to the Effective Time shall cease to have any rights with respect to such shares, and their sole rights shall be with respect to the membership interests of J. America, LLC into which their shares of common stock shall have converted, irrespective of whether or not such holder has surrendered his, her, or its share certificate, if any, for the membership interest exchange described above. Upon the Effective Time, ownership transfer books of J. America, Inc. shall be closed and no transfer of shares of common stock of J. America, Inc. outstanding immediately prior to the Effective Time shall thereafter be made or consummated.

9. (Complete only if a later effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document by the administrator.)

The conversion is effective on the \_\_\_\_\_ day of \_\_\_\_\_.

The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder or member of the converting corporation.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

10. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

Assumed Name	Expiration Date
N/A	

11. The converting corporation's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

Assumed Name	Expiration Date
N/A	

12. Signatures: Complete only Section (a) or (b) if the converting corporation is domestic. Complete only (c) if the converting corporation is foreign.

Complete if the domestic corporation has not commenced business:

a) The plan of conversion was approved by unanimous consent of the incorporators of the converting domestic corporation and the corporation has not yet commenced business, has not issued any shares or memberships, and has not elected a board of directors in accordance with Section 7-45(1)(d) of the Act.


Signed this \_\_\_\_\_ day of \_\_\_\_\_

_____ (Signature of Incorporator)	_____ (Signature of Incorporator)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Signature of Incorporator)
_____ (Type or Print Name)	_____ (Type or Print Name)

Complete if the domestic corporation has commenced business:

b) The plan of conversion was adopted by the Board of Directors and approved by the shareholders of the domestic corporation in accordance with Section 7-45(1)(e) of the Act.

Signed this 15th day of March 2016

By   
 (Signature of Authorized Officer or Agent)

\_\_\_\_\_  
 Peter J. Fuhajala  
 (Type or Print Name)

Complete only if the converting corporation is foreign:

c) The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign corporation.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

By \_\_\_\_\_  
 (Signature of Authorized Officer or Agent)

\_\_\_\_\_  
 (Type or Print Name)



ARTICLES OF ORGANIZATION  
OF  
J. AMERICA, LLC

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned executes the following Articles:

ARTICLE I

The name of the limited liability company is J. America, LLC (the "Company").

ARTICLE II

The purpose or purposes for which the Company is formed is to engage in any activity for which limited liability companies may be formed under the Michigan Limited Liability Company Act.

ARTICLE III

The street address and county of the initial registered office of the Company is 30600 Telegraph Road, Suite 2345, Oakland County, Bingham Farms, Michigan 48025. The initial registered agent at such office shall be The Corporation Company.

ARTICLE IV

Management of the Company shall be vested in one or more managers as set forth in the Limited Liability Company Operating Agreement of the Company, as amended or restated from time to time.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 15th day of March, 2016.

  
Peter J. Ruhala, President

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