

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM409971

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Perfect Bar, LLC		05/15/2015	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Perfect Bar, LLC		
Street Address:	3931 Sorrento Valley Blvd., Suite 100		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92121		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	3965286	PERFECT ENERGY BAR	
Registration Number:	4288992	PERFECT BAR	
Registration Number:	4551218	PERFECT BAR	
Serial Number:	86399352	PERFECT PROTEIN	
Serial Number:	86399369	PERFECT PRO	
Registration Number:	4840643	THE FRESHEST NUTRITION BARS EVER CREATED	
Registration Number:	4840645	THE FRESHEST NUTRITION BARS EVER CREATED	
Registration Number:	4840808	NUTRITION AND TASTE, GROUNDED IN PERFECT	
Serial Number:	86598252	PERFECT SNACKS	
Serial Number:	86598262	PERFECT BITES	
Serial Number:	86764630	FRESH FROM THE FRIDGE PERFECT ON THE GO	
Serial Number:	86967229	GROUNDED IN PERFECTION	
Serial Number:	87078223	FIND YOUR PERFECT	
CORRESPONDENCE DATA			
Fax Number:	2126096921		
<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:	(212) 609-6800		
Email:	mwallach@mccarter.com, ihurtado@mccarter.com,		
TRADEMARK			

CH \$340.00 3965286

Correspondent Name: mandrews@mccarter.com, dlynch@mccarter.com
Address Line 1: McCarter & English, LLP
Address Line 2: 245 Park Avenue, 27th Floor
Address Line 4: c/o Margarita Wallach
New York, NEW YORK 10167

ATTORNEY DOCKET NUMBER: 126964-00001

NAME OF SUBMITTER: Margarita Wallach

SIGNATURE: /mw/

DATE SIGNED: 12/22/2016

Total Attachments: 6

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Delaware

PAGE 1

The First State

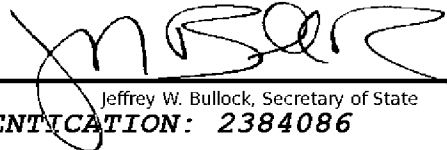
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "PERFECT BAR, LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 2015, AT 6:43 O'CLOCK P.M.

5748878 8100V

150692251

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2384086

DATE: 05-15-15

TRADEMARK
REEL: 005950 FRAME: 0494

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION**

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

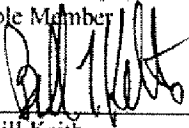
Perfect Bar, LLC, a limited liability company formed and existing under the laws of the State of California (the "Company"), by its duly authorized representative, does hereby certify that:

1. The jurisdiction where the Company first formed is the State of California.
2. The jurisdiction immediately prior to filing this Certificate of Conversion is the State of California.
3. The date on which the Company first formed is May 14, 2015.
4. The name of the Company immediately prior to filing this Certificate of Conversion is Perfect Bar, LLC.
5. The name of the limited liability company into which the Company is being converted as set forth in the Certificate of Formation is Perfect Bar, LLC.
6. This Certificate of Conversion shall be effective upon the filing with the Delaware Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on May 15, 2015.

PERFECT BAR, LLC,
a California limited liability company

By: New Perfect Bar Corp.,
a Delaware corporation
its Sole Member

By: 
Bill Keith
Chief Executive Officer and President

STATE of DELAWARE
CERTIFICATE of FORMATION
of
PERFECT BAR, LLC

The undersigned, desiring to form a limited liability company pursuant to the Delaware Limited Liability Company Act, Title 6 Delaware Code, Chapter 18, hereby certifies as follows:

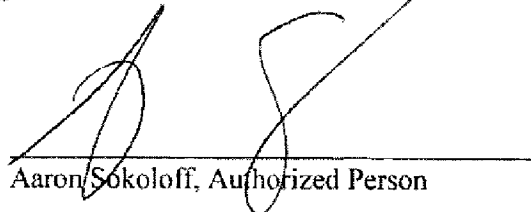
FIRST: The name of the limited liability company is Perfect Bar, LLC (the "Company").

SECOND: The address of the Company's registered office in the State of Delaware and the name of its registered agent for service of process at such address are:

Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, DE 19808

THIRD: The Company is formed effective as of the filing of this Certificate of Formation.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of
May 15, 2015.



Aaron Sokoloff, Authorized Person



**State of California
Secretary of State**

Certificate of Conversion

CONV-1A

File # **201513510112**

FILED
Secretary of State
State of California

MAY 15 2015

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of Converted Entity Perfect Bar, LLC			
2. Form of Entity Limited Liability Company		3. Jurisdiction Delaware	
4. Mailing Address of Chief Executive Office		City	State Zip Code
5. Street Address of Chief Executive Office - Do not list a P.O. Box 5360 Eastgate Mall, Suite A		City San Diego	State Zip Code CA 92121
6. Street Address of the California Office, if any - Do not list a P.O. Box		City	State Zip Code CA
7. If the converting entity is a California corporation, limited liability company, limited partnership or general partnership, you must designate an agent for service of process: Item 7a: List the name of an individual or a CA registered corporate agent that agrees to be your agent for service of process. You may not list the converted entity as the agent; Item 7b: If the agent is an individual, list the agent's business or residential street address. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file; and Item 7c: If the converting entity is a California limited liability company, list the mailing address of the converted entity's agent, if different from Item 7b, or if the agent is a CA registered corporate agent.			
a. Name of Agent For Service of Process Bill Keith			
b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box 5360 Eastgate Mall, Suite A		City San Diego	State Zip Code CA 92121
c. Mailing Address of Agent for Service of Process 5360 Eastgate Mall, Suite A		City San Diego	State Zip Code CA 92121

Converting Entity Information

8. Name of Converting Entity Perfect Bar, LLC								
9. Form of Entity Limited Liability Company	10. Jurisdiction California	11. CA Secretary of State File Number, if any 201513510112						
12. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class: <table border="0"> <tr> <td><u>The class and number of outstanding interests entitled to vote.</u></td> <td>AND</td> <td><u>The percentage vote required of each class.</u></td> </tr> <tr> <td>5,500 units of Membership Interests</td> <td></td> <td>Majority in Interest</td> </tr> </table>			<u>The class and number of outstanding interests entitled to vote.</u>	AND	<u>The percentage vote required of each class.</u>	5,500 units of Membership Interests		Majority in Interest
<u>The class and number of outstanding interests entitled to vote.</u>	AND	<u>The percentage vote required of each class.</u>						
5,500 units of Membership Interests		Majority in Interest						

Additional Information

13. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

14. I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of my own knowledge. I declare I am the person who executed this instrument, which execution is my act and deed.

Date

Signature of Authorized Person

Signature of Authorized Person

SEE ATTACHED SIGNATURE PAGE

Type or Print Name and Title of Authorized Person

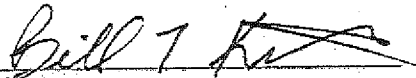
Type or Print Name and Title of Authorized Person

201513510112

SIGNATURE PAGE TO
CERTIFICATE OF CONVERSION (FORM CONV-1A)
OF
PERFECT BAR, LLC

I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct of my own knowledge. I declare I am the person who executed this instrument, which execution is my act and deed.

Date: May 15, 2015

By: 

Bill Keith
Chief Executive Officer and President

OF NEW PERFECT BAR CORP., its SOLE MEMBER OF
PERFECT BAR, LLC

TRADEMARK

REEL: 005950 FRAME: 0498



I hereby certify that the foregoing
transcript of 2 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

MAY 18 2015 *AD*

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

TRADEMARK

REEL: 005950 FRAME: 0499

RECORDED: 12/22/2016