

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM422754

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Crab Addison, Inc.		10/04/2016	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	Joe's Crab Shack, LLC		
Street Address:	10555 Richmond Avenue		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77042		
Entity Type:	Limited Liability Company: TEXAS		
PROPERTY NUMBERS Total: 22			
Property Type	Number	Word Mark	
Registration Number:	4523116	100% SHORE	
Registration Number:	4456599	100% SHORE	
Registration Number:	3069795		
Registration Number:	2419307	EAT CRABS. HAVE FUN!	
Registration Number:	2125102	FREE CRABS TOMORROW	
Registration Number:	2148694	FREE CRABS TOMORROW	
Registration Number:	1972218	JOE'S CRAB SHACK	
Registration Number:	3994982	JOE'S CRAB SHACK	
Registration Number:	3994991	JOE'S CRAB SHACK	
Registration Number:	3934052	JOE'S CRAB SHACK	
Registration Number:	3999452	JOE'S CRAB SHACK	
Registration Number:	3937064	JOE'S CRAB SHACK	
Registration Number:	1980521	JOE'S CRAB SHACK	
Registration Number:	1955196	JOE'S CRAB SHACK	
Registration Number:	1917042	JOE'S CRAB SHACK AN EMBARRASSMENT TO ANY	
Registration Number:	2075735	JOE'S CRAB SHACK NO VACANCY	
Registration Number:	2981272	JOE'S SEAFOOD HOUSE	
Registration Number:	2757177	JOE'S SEAFOOD SHACK	
Registration Number:	2782406	JOE'S SHRIMP HOUSE	

CH \$565.00 4523116

Property Type	Number	Word Mark
Registration Number:	2099152	PEACE LOVE & CRABS!
Registration Number:	2101214	PEACE LOVE & CRABS!
Registration Number:	2183259	SEAFOOD WITH AN ATTITUDE!

CORRESPONDENCE DATA

Fax Number: 2127514864

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.

Phone: 212-906-1216

Email: angela.amaru@lw.com

Correspondent Name: Latham & Watkins LLP c/o Angela M. Amaru

Address Line 1: 885 Third Avenue

Address Line 2: Suite 1000

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	049064-0022
NAME OF SUBMITTER:	Angela M. Amaru
SIGNATURE:	/S/ Angela M. Amaru
DATE SIGNED:	04/06/2017

Total Attachments: 7

- source=Crab - Conversion from Inc. to LLC - Name change #page1.tif
- source=Crab - Conversion from Inc. to LLC - Name change #page2.tif
- source=Crab - Conversion from Inc. to LLC - Name change #page3.tif
- source=Crab - Conversion from Inc. to LLC - Name change #page4.tif
- source=Crab - Conversion from Inc. to LLC - Name change #page5.tif
- source=Crab - Conversion from Inc. to LLC - Name change #page6.tif
- source=Crab - Conversion from Inc. to LLC - Name change #page7.tif

Form 632
(Revised 05/11)

This space reserved for office use.

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709



**Certificate of Conversion
of a
Corporation Converting
to a
Limited Liability Company**

FILED
In the Office of the
Secretary of State of Texas
OCT 20 2016
Corporations Section

Filing Fee: See instructions

Converting Entity Information

The name of the converting corporation is:
Crab Addison, Inc.

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: 03/13/1994

The file number, if any, issued to the corporation by the secretary of state, is: 130862000

Plan of Conversion - Alternative Statements

The corporation named above is converting to a limited liability company. The name of the limited liability company is:

Joe's Crab Shack, LLC

The limited liability company will be formed under the laws of: Texas

The plan of conversion is attached.

If the plan of conversion is not attached, the following statements must be completed.

Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

10555 Richmond Ave. Houston TX USA 77042
Street or Mailing Address City State Country Zip Code

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

10555 Richmond Ave. Houston TX USA 77042
Street or Mailing Address City State Country Zip Code

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

RECEIVED

OCT 20 2016

Secretary of State

Certificate of Formation for the Converted Entity

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: January 2, 2017 11:59:59 PM

C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.

In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: October 4, 2016

Earl J. ...
Secretary + Treasurer

Signature and title of authorized person on behalf of the converting entity

Form 205
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$300



Certificate of Formation
Limited Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
OCT 20 2016
Corporations Section

Article 1 – Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Joe's Crab Shack, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 – Registered Agent and Registered Office
(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name M.I. Last Name Suffix

C. The business address of the registered agent and the registered office address is:

211 E. 7th Street Austin TX 78701-3218
Street Address City State Zip Code

Article 3—Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

GOVERNING PERSON 1			
NAME (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
Robert	S	Merritt	
First Name	M.I.	Last Name	Suffix
OR			
IF ORGANIZATION			
Organization Name			
ADDRESS			
10555 Richmond Ave.	Houston	TX	77042
Street or Mailing Address	City	State	Country Zip Code

GOVERNING PERSON 2				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
Brad	A	Leist		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>		<i>Suffix</i>
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
10555 Richmond Ave.	Houston	TX		77042
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

GOVERNING PERSON 3				
NAME (Enter the name of either an individual or an organization, but not both.)				
IF INDIVIDUAL				
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>		<i>Suffix</i>
OR				
IF ORGANIZATION				
<i>Organization Name</i>				
ADDRESS				
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

<p>The limited liability company is being formed pursuant to a plan of conversion on file at the company's principal place of business.</p> <p>Prior company – Crab Addison, Inc.; incorporated on March 13, 2004 under the laws of the State of Texas as a corporation; 10555 Richmond Avenue, Houston, TX 77042. New LLC – Joe's Crab Shack, LLC organized under the laws of the State of Texas.</p>
--

Organizer

The name and address of the organizer:

Brad A. Leist

Name

10555 Richmond Ave.

Street or Mailing Address

Houston

City

TX 77042

State Zip Code

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: 1/2/2017 11:59:59 PM
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.


Date: 10/3/2016



Signature of organizer

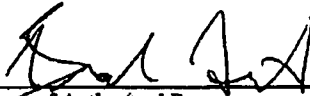
Brad A. Leist

Printed or typed name of organizer

<p>Form 509 (Revised 06/15)</p> <p>Submit with relevant filing instrument.</p> <p>Filing Fee: None</p>	 Consent to Use of Similar Name	
---	--	--

- (1) Joe's Crab Shack Real Estate Holdings, Inc.; File Number 800735472
Name and file number of the entity or individual who holds the existing name on file with the secretary of state
- consents to the use of
- (2) Joe's Crab Shack, LLC
Proposed name
- as the name of a filing entity or foreign filing entity in Texas for the purpose of submitting a filing instrument to the secretary of state.
- (3) The undersigned certifies to being authorized by the holder of the existing name to give this consent. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: 10/3/2016



 Signature of Authorized Person

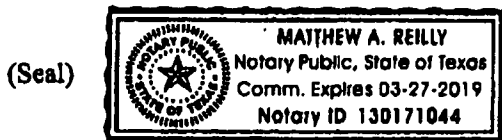
Brad A. Leist
 Name of Authorized Person (type or print)

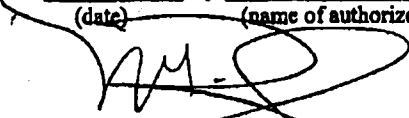
CFO, Secretary & Treasurer of Sole Shareholder
 Title of Authorized Person, if any (type or print)

State of Texas

County of Harris

This instrument was acknowledged before me on 10/3/2016 by Brad A. Leist
 (date) (name of authorized person)





 Notary Public's signature



Acceptance of Appointment
and
Consent to Serve as Registered Agent
§5.201(b) Business Organizations Code

The following form may be used when the person designated as registered agent in a registered agent filing is an individual.

Acceptance of Appointment and Consent to Serve as Registered Agent

I acknowledge, accept and consent to my designation or appointment as registered agent in Texas for

Name of represented entity

I am a resident of the state and understand that it will be my responsibility to receive any process, notice, or demand that is served on me as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if I resign.

x: _____

Signature of registered agent *Printed name of registered agent* *Date (mm/dd/yyyy)*

The following form may be used when the person designated as registered agent in a registered agent filing is an organization.

Acceptance of Appointment and Consent to Serve as Registered Agent

I am authorized to act on behalf of CSC-Lawyers Incorporating Service Company

Name of organization designated as registered agent

The organization is registered or otherwise authorized to do business in Texas. The organization acknowledges, accepts and consents to its appointment or designation as registered agent in Texas for:

Joe's Crab Shack, LLC

Name of represented entity

The organization takes responsibility to receive any process, notice, or demand that is served on the organization as the registered agent of the represented entity; to forward such to the represented entity; and to immediately notify the represented entity and submit a statement of resignation to the Secretary of State if the organization resigns.

x: Kelley Cokefair, Asst. Secretary Kelley Cokefair 10/3/2016

Signature of person authorized to act on behalf of organization *Printed name of authorized person* *Date (mm/dd/yyyy)*