

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM435100

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MOBILE AIR, INC.		07/10/2017	Corporation: MICHIGAN
RECEIVING PARTY DATA			
Name:	MOBILE AIR, LLC		
Street Address:	1000 VALLEY BELT ROAD		
City:	BROOKLYN HEIGHTS		
State/Country:	OHIO		
Postal Code:	44131		
Entity Type:	Limited Liability Company: MICHIGAN		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3686880	CHAMPIONS OF CHILL	
Registration Number:	3699737	HEROES OF HEAT	
Registration Number:	3680722	MOBILE AIR FORCE	
CORRESPONDENCE DATA			
Fax Number:	4048853900		
<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:	4048853868		
Email:	rusty.close@troutmansanders.com		
Correspondent Name:	CHRISTOPHER CLOSE		
Address Line 1:	TROUTMAN SANDERS LLP		
Address Line 2:	600 PEACHTREE STREET NE, SUITE 5200		
Address Line 4:	ATLANTA, GEORGIA 30308-2216		
ATTORNEY DOCKET NUMBER:	231274.000020		
NAME OF SUBMITTER:	Christopher Close		
SIGNATURE:	/Christopher Close/		
DATE SIGNED:	07/14/2017		
Total Attachments: 10			
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INTELLECTUAL PROPERTY ASSIGNMENT

This Intellectual Property Assignment (this “**Assignment**”), by and between Mobile Air, Inc., a Michigan corporation, (“**Assignor**”) and Mobile Air, LLC, a Michigan limited liability company (“**Assignee**”), is dated as of July 10, 2017 to be effective as of the date of the Conversion (as defined below).

WHEREAS, Assignor is the owner of record of the Trademarks and Patents and corresponding applications for registration pending in the United States Patent and Trademark Office (the “**USPTO**”) identified in Exhibit A hereto (the “**Intellectual Property**”);

WHEREAS, Assignor, in accordance with the laws of the State of Michigan, converted from a Michigan corporation to a Michigan limited liability company on September 30, 2015 (the “**Conversion**”);

WHEREAS, Assignee is the entity resulting from the Conversion; and

WHEREAS, Assignor and Assignee desire to update the records of the USPTO and/or corresponding entities or agencies in any applicable jurisdictions to reflect Assignee as the owner of record of the Intellectual Property and to memorialize that Assignor has, as of the date of the Conversion, unconditionally, irrevocably, and forever sold, assigned, transferred, and conveyed to Assignee, its successors, and assigns, Assignor’s entire right, title, and interest in and to the Intellectual Property, all goodwill associated with the Intellectual Property, and all other corresponding rights and interests, now or hereafter in effect (the “**Transfer**”).

NOW, THEREFORE, in consideration of the premises hereof and the mutual benefits to be derived hereunder and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Assignee hereby confirm the Transfer.

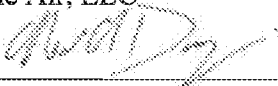
Assignor hereby authorizes the USPTO and/or corresponding entities or agencies in any applicable jurisdictions, to record and register this Assignment upon request by Assignee.

[Signatures on Following Page]

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed as of the date first written above.

On behalf of Assignor and Assignee:

Mobile Air, LLC

By:  _____

Name: Mark Danzi

Title: Vice President

Exhibit A

Intellectual Property

Patent	Country	Status	Issue / Filing Date
PCT/US2014/028187	International	Application Pending	3/14/2014
2903884	Canada	Application Pending	9/2/2015
14/773,205	U.S.	Application Pending	9/4/2015

Trademark	Country	Status	Registration/ Filing Date	Registration No.
CHAMPIONS OF CHILL	U.S.	Registered	9/22/2009	3686880
HEROES OF HEAT	U.S.	Registered	10/20/2009	3699737
MOBILE AIR FORCE	U.S.	Registered	9/8/2009	3680722

**Michigan Department of
Licensing and Regulatory Affairs**

Filing Endorsement

This is to Certify that the

CERTIFICATE OF CONVERSION AND ARTICLES OF ORGANIZATION

For

**MOBILE AIR, INC.
ID Number: 522175**

TO

**MOBILE AIR, LLC
ID Number: E70650**

*received by facsimile transmission on September 30, 2015, is hereby endorsed filed
on
September 30, 2015, 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 30th day of September, 2015.*

Julia Dace

*, Acting Director
Corporations, Securities & Commercial Licensing Bureau*

CSC/CD-554 (Rev 07/15)

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" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="3">Name Jared A. Smith, Dickinson Wright PLLC</td> </tr> <tr> <td colspan="3">Address 2600 W. Big Beaver Road, Suite 300</td> </tr> <tr> <td style="width: 33%;">City Troy,</td> <td style="width: 33%;">State MI</td> <td style="width: 33%;">ZIP Code 48084</td> </tr> </table>		Name Jared A. Smith, Dickinson Wright PLLC			Address 2600 W. Big Beaver Road, Suite 300			City Troy,	State MI	ZIP Code 48084
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Address 2600 W. Big Beaver Road, Suite 300										
City Troy,	State MI	ZIP Code 48084								
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: Mobile Air, Inc.		Entity ID: 522175
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: Mobile Air, LLC		E 70650
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
<p><i>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.</i></p> <p><i>If the converting corporation is a domestic corporation that has commenced business or a foreign corporation, proceed to Item 3.</i></p>		

09/30/2015 1:04PM (GMT-04:00)

3. Surviving Business Organization

Governing Statute: Michigan Limited Liability Company Act
Street Address: 1821 Northwood Drive, Troy, MI 48084
Principal Place of Business: 1821 Northwood Drive, Troy, MI 48084

4. Complete only if converting a profit corporation.

Designation and number of outstanding shares in each class and series <u>1500 shares</u>
Indicate class and series of shares entitled to vote _____ <u>common</u>
Indicate class and series entitled to vote as a class, if any _____ <u>Not Applicable</u>
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: _____ <u>Not Applicable</u>

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:

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:

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.

See attached Exhibit A

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

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

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 745(f)(d) of the Act.

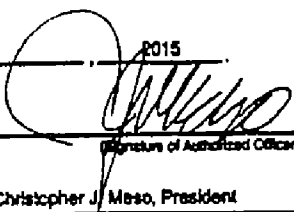
Signed this _____ day of _____

_____	_____
(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 745(1)(c) of the Act.

Signed this 30th day of September, 2015

By  _____

(Signature of Authorized Officer or Agent)

Christopher J. Meso, President

(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)

Exhibit A

Item 8

At the time of conversion, all of the Corporation's issued and outstanding capital stock, which stock is owned equally by two shareholders, shall be converted into two fifty percent (50%) equal membership and ownership interests in the LLC.

CSCUCD-700 (Rev. 01/14)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU																			
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Troy	Michigan	48084																	
EFFECTIVE DATE:																			

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ARTICLES OF ORGANIZATION
For use by Domestic Limited Liability Companies
(Please read information and instructions on reverse side)

E70650

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: Mobile Air, LLC

ARTICLE II

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

ARTICLE III

The duration of the limited liability company if other than perpetual is: _____

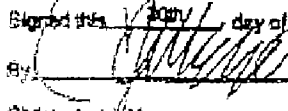
ARTICLE IV

- The name of the resident agent at the registered office is: Christopher J. Meso
- The street address of the location of the registered office is:
1821 Northwood Drive, Troy, Michigan 48084
(Street Address) (City) (Zip Code)
- The mailing address of the registered office if different than above:
_____, Michigan _____
(P.O. Box or Street Address) (City) (Zip Code)

ARTICLE V (Insert any desired additional provision authorized by the Act; attach additional pages if needed.)

The company will be managed by one or more managers as provided in the company's operating agreement

Signed this 20th day of September, 2015

By: 
(Signature) of Organization

Christopher J. Meso
(Type or Print Name(s) of Organization)

09/30/2015 1:04PM (GMT-04:00)