

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM487128

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Loungefly, Inc.		06/26/2017	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Loungefly, LLC		
Street Address:	20310 Plummer Street		
City:	Chatsworth		
State/Country:	CALIFORNIA		
Postal Code:	91311		
Entity Type:	Limited Liability Company: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4537412	LOUNGEFLY	
CORRESPONDENCE DATA			
Fax Number:	2064640125		
<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:	2068161319		
Email:	trademarks@gsblaw.com		
Correspondent Name:	Scott G. Warner		
Address Line 1:	1191 Second Avenue, 18th Floor		
Address Line 4:	Seattle, WASHINGTON 98101		
NAME OF SUBMITTER:	Gary Hammock		
SIGNATURE:	/Gary Hammock/		
DATE SIGNED:	08/22/2018		
Total Attachments: 1 source=Conversion#page1.tif			

OP \$40.00 4537412



State of California Secretary of State

2650857 out

Limited Liability Company Articles of Organization - Conversion

LLC-1A

File # 201717710240

FILED Secretary of State State of California JUN 26 2017

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IMPORTANT - Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

LOUNGEFLY, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):

[X] One Manager [] More Than One Manager [] All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA City State Zip Code 20310 Plummer Street Chatsworth CA 91311

5. Initial Mailing Address of Limited Liability Company, if different from Item 4 City State Zip Code

6. Initial Agent for Service of Process: Item 6a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.

a. Name of Agent For Service of Process

Trevor Schultz

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box City State Zip Code 20310 Plummer Street Chatsworth CA 91311

c. If an individual, Mailing Address of Agent for Service of Process City State Zip Code 20310 Plummer Street Chatsworth CA 91311

Converting Entity Information

7. Name of Converting Entity

LOUNGEFLY, INC.

8. Form of Entity Corporation

9. Jurisdiction California

10. CA Secretary of State File Number, if any C2650857

11. 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:

The class and number of outstanding interests entitled to vote. AND The percentage vote required of each class. 100,000 Common Shares 51%

Additional Information

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

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed

Signature of Authorized Person

Trevor Schultz, Chief Executive Officer / CFO Type or Print Name and Title of Authorized Person

Signature of Authorized Person

Type or Print Name and Title of Authorized Person