

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM545470

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Ryko Solutions, Inc.		04/28/2017	Corporation:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	National Carwash Solutions, Inc.		
<b>Street Address:</b>	1500 SE 37th St.		
<b>City:</b>	Grimes		
<b>State/Country:</b>	IOWA		
<b>Postal Code:</b>	50111		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 15</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5064610	COLORWAVE	
<b>Registration Number:</b>	4923654	ULTRACLEAR	
<b>Registration Number:</b>	4632740	CLEANTOUCH	
<b>Registration Number:</b>	4629052	PAYSMART	
<b>Registration Number:</b>	4743924	CLEAN TOUCH	
<b>Registration Number:</b>	4278169	RYKO SOLUTIONS, INC.	
<b>Registration Number:</b>	4281497	RYKO	
<b>Registration Number:</b>	4584825	RYKO	
<b>Registration Number:</b>	4219092	PULSE	
<b>Registration Number:</b>	3560235	SOFTGLOSS MAXX	
<b>Registration Number:</b>	2160385	SOFTGLOSS XS	
<b>Registration Number:</b>	2160384	FOAMBRITE	
<b>Registration Number:</b>	1689853	RYKO	
<b>Registration Number:</b>	1598173	CODE-A-WASH	
<b>Registration Number:</b>	1377882	RYKO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			

OP \$390.00 5064610

**Phone:** 515-283-3100  
**Email:** nkesselring@nyemaster.com  
**Correspondent Name:** Todd Van Thomme  
**Address Line 1:** 700 Walnut Street  
**Address Line 2:** Suite 1600  
**Address Line 4:** Des Moines, IOWA 50309

**NAME OF SUBMITTER:** Todd A. Van Thomme

**SIGNATURE:** /Todd A. Van Thomme/

**DATE SIGNED:** 10/16/2019

**Total Attachments: 7**

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# Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "RYKO SOLUTIONS, INC.", CHANGING ITS NAME FROM "RYKO SOLUTIONS, INC." TO "NATIONAL CARWASH SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2017, AT 3:12 O`CLOCK P.M.*



  
Jeffrey W. Bullock, Secretary of State

4870182 8100  
SR# 20172904858

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202456750  
Date: 04-28-17

**TRADEMARK**  
**REEL: 006773 FRAME: 0165**

THIRD AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
RYKO SOLUTIONS, INC.

Pursuant to Sections 242 and 245 of the General Corporation Law  
of the State of Delaware

April 28, 2017

Ryko Solutions, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the corporation is Ryko Solutions, Inc.
2. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 10, 2010, under the name Carwash Holdings Corp.
3. The Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on December 13, 2010.
4. The Second Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on August 12, 2011.
5. This Third Amended and Restated Certificate of Incorporation, which amends and restates the Certificate, was duly adopted in accordance with Section 242 and 245 of the General Corporation Law of the State of Delaware (as amended, the "DGCL"), having been (a) proposed by resolutions adopted and declared advisable by the board of directors of the Corporation and (b) approved by written consent of the sole stockholder of the Corporation in accordance with the applicable provisions of Sections 228, 242 and 245 of the DGCL, and written notice of the adoption of this Third Amended and Restated Certificate of Incorporation having been given as provided in Section 228 of the DGCL to every stockholder entitled to such notice.
6. Pursuant to Section 103(d) of the DGCL, this Third Amended and Restated Certificate of Incorporation will become effective upon filing with the Secretary of State of the State of Delaware.
7. This Third Amended and Restated Certificate of Incorporation shall read in its entirety as follows:

FIRST: The name of the corporation is National Carwash Solutions, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware ("DGCL").

FOURTH:

(a) The total number of shares of capital stock which the Corporation shall have the authority to issue is One Thousand (1,000) shares of Common Stock and the par value \$.01 per share.

(b) Except as otherwise required by law, at every annual or special meeting of stockholders of the Corporation, each holder of Common Stock shall be entitled to cast one vote per share. A holder of Common Stock may vote, in person or by proxy, for each share of Common Stock standing in his, her or its name on the books of the Corporation.

(c) The holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors of the Corporation, out of the assets of the Corporation that are by law available therefor, dividends payable either in cash, in property or in shares of Common Stock.

(d) In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, after payment or provision for the payment of the debts and other liabilities of the Corporation, the holders of all outstanding shares of Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors of the Corporation and the directors need not be elected by written ballot unless the bylaws of the Corporation shall otherwise provide.

SIXTH: The Board of Directors of the Corporation is expressly authorized to adopt, amend, or repeal the bylaws of the Corporation.

SEVENTH: In accordance with Section 141(d) of the DGCL, at any meeting of the Board of Directors of the Corporation or any committee thereof, and for purposes of each action by unanimous written consent of the Board of Directors of the Corporation or any committee thereof in lieu of a meeting, any designee to the Board of Directors of the Corporation ("AEA Designee") designated by AEA Small Business Fund III LP or its affiliates "AEA Investors") shall be entitled to cast two votes with respect to each matter before the Board of Directors of the Corporation or such committee thereof on which such AEA Designee serves and each other member of the Board of Directors of the Corporation shall have one vote on any matter brought before the Board of Directors of the Corporation.

For so long as there is an AEA Designee on the Board of Directors of the Corporation, all references in this Certificate of Incorporation or in the bylaws of the Corporation, each as may be amended from time to time, to "the board of directors", "the board of directors", "the Board", "a majority of the entire board of directors", "a majority of the directors present", "a majority of the directors then in office", "a majority of the members of the board of directors then in office" and phrases of similar import shall give effect to the multiple vote provisions of this Article SEVENTH to the extent applicable, such that references to a "majority" or to actions of "the board" or "a committee" shall be deemed to be references to a "majority of the votes of the directors" or to actions approved by "a majority of the votes of the directors" or "a majority of the votes of the members of the committee" where applicable."

EIGHTH: To the fullest extent permitted by the DGCL as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. The Corporation shall, to the fullest extent permitted by applicable law, indemnify and advance expenses to each director and officer of the Corporation. The Corporation may indemnify and advance expenses to each employee and agent of the Corporation, and any other person whom the Corporation is authorized to indemnify under the provisions of the DGCL, as provided in the bylaws of the Corporation. Any repeal or modification of this Article EIGHTH by the stockholders of the Corporation or otherwise shall not adversely affect any right or protection of a director, officer, or other agent of the Corporation existing at the time of, or increase the

liability of any director, officer or other agent of the Corporation with respect to any acts or omissions of such director, officer or other agent occurring prior to, such amendment, repeal or modification.

NINTH:

(a) In recognition and anticipation of the facts that (i) the directors, officers and/or employees of the Investor Group may serve as directors and/or officers of the Corporation, and (ii) the Investor Group engages and may continue to engage in the same or similar activities or related lines of business as those in which the Corporation, directly or indirectly, may engage and/or other business activities that overlap with or compete with those in which the Corporation, directly or indirectly, may engage, the provisions of this Article NINTH are set forth to regulate and define the conduct of certain affairs of the Corporation as they may involve the Investor Group and their respective officers and directors, and the powers, rights, duties and liabilities of the Corporation and its officers, directors and stockholders in connection therewith.

(b) The Investor Group shall have no duty, except and to the extent expressly assumed by contract, to refrain from engaging, directly or indirectly, in the same or similar business activities or lines of business as the Corporation. Except with respect to an Express Opportunity, as defined in Section (c) below, the Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any potential transaction or matter which may be a corporate opportunity for both the Investor Group and the Corporation, and therefore the Investor Group shall have no duty, except and to the extent expressly assumed by contract, to communicate or offer such corporate opportunity to the Corporation and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder of the Corporation solely by reason of the fact that the Investor Group pursues or acquires such corporate opportunity for itself, directs such corporate opportunity to another person, or does not communicate information regarding such corporate opportunity to the Corporation.

(c) Except as provided elsewhere in this Article NINTH, the Corporation hereby renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any potential transaction or matter which may be a corporate opportunity for both the Corporation and the Investor Group, about which a director or officer of the Corporation who is also a director or officer of the Investor Group acquires knowledge. The Corporation does not renounce any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any potential transaction or matter which may be a corporate opportunity for both the Corporation and the Investor Group, about which a director or officer of the Corporation who is also a director, officer, or

employee of the Investor Group acquires knowledge, if such opportunity is expressly offered to such person in writing solely in, and as a direct result of, his or her capacity as a director or officer of the Corporation (an "Express Opportunity").

(d) To the extent a court might hold that the conduct of any activity related to a corporate opportunity that is renounced in this Article NINTH to be a breach of duty to the Corporation or its stockholders, the Corporation hereby waives any and all claims and causes of action that the Corporation may have for such activities. The provisions of this Article NINTH apply equally to activities conducted in the future and that have been conducted in the past.

(e) As used in this Article NINTH, the following definitions shall apply:

"Affiliates" shall have the meaning set forth in Rule 12b-2 promulgated under the Securities Exchange Act of 1934, as amended.

"Investor Group" shall mean the AEA Investors and their respective affiliates.

TENTH: Except as otherwise provided by applicable law, the private property or assets of the stockholders of the Corporation shall not to any extent whatsoever be subject to the payment of the debts of the Corporation.

ELEVENTH: The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.



IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Third Amended and Restated Certificate of Incorporation on behalf of the Corporation as of the date first written above.

RYKO SOLUTIONS, INC.

By: 

Name: Michael T. Gillen

Title: Chief Executive Officer and President