

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM550564

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
SEQUENCE:	1		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Rhythm Interactive, Inc.		01/02/2019	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Rhythm Interactive LLC		
Street Address:	9860 Irvine Center Drive		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92618		
Entity Type:	Limited Liability Company: CALIFORNIA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	5082514	RHYTHM	
Registration Number:	2886196	RHYTHM NET	
Serial Number:	87156614	RHYTHM	
CORRESPONDENCE DATA			
Fax Number:	4045818330		
<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:	404-581-8275		
Email:	srbrown@jonesday.com		
Correspondent Name:	Sidney R. Brown, Jones Day		
Address Line 1:	1420 Peachtree Street, NE		
Address Line 2:	Suite 800		
Address Line 4:	Atlanta, GEORGIA 30309		
NAME OF SUBMITTER:	Sidney R. Brown		
SIGNATURE:	/Sidney R. Brown/		
DATE SIGNED:	11/22/2019		
Total Attachments: 1			
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**State of California
Secretary of State**

2652179 Out

**Limited Liability Company
Articles of Organization - Conversion**

LLC-1A

File # **201900710016**

FILED
Secretary of State
State of California

JAN 02 2019

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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.)

Rhythm Interactive 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):

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
9860 Irvine Center Drive, Irvine CA 92618

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 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

Corporation Service Company which will do business in California as CSC - Lawyers Incorporating Service

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

c. If an individual, Mailing Address of Agent for Service of Process City State Zip Code

Converting Entity Information

7. Name of Converting Entity
Rhythm Interactive, Inc.

8. Form of Entity
corporation

9. Jurisdiction
CA

10. CA Secretary of State File Number, if any
2652179

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.
3,000,000 shares of voting common stock
no outstanding non-voting common stock

AND

The percentage vote required of each class.
50% 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

Signature of Authorized Person

Craig Cooke, President
Type or Print Name and Title of Authorized Person
Peter Bohenek, Secretary
Type or Print Name and Title of Authorized Person