

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM563482

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ITI HOLDINGS, INC.		09/06/2019	Corporation: FLORIDA
RECEIVING PARTY DATA			
Name:	ITI HOLDINGS, LLC		
Street Address:	1321 SE Decker Ave		
City:	Stuart		
State/Country:	FLORIDA		
Postal Code:	34994		
Entity Type:	Limited Liability Company: FLORIDA		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Registration Number:	2599545	DIVE SAFE	
Registration Number:	2934940	ERDI	
Registration Number:	3085149	SDI	
Registration Number:	3082529	TDI	
Registration Number:	3223973	TECHNICAL DIVING INTERNATIONAL	
Registration Number:	3137414	INTERNATIONAL TRAINING	
Registration Number:	3344006	ERDI EMERGENCY RESPONSE DIVING INTERNATI	
Registration Number:	3483301	SCUBA DIVING INTERNATIONAL	
Registration Number:	2615626	SCUBA DIVING INTERNATIONAL	
Registration Number:	2330835	TECHNICAL DIVING INTERNATIONAL	
CORRESPONDENCE DATA			
Fax Number:			
<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:	207-274-5266		
Email:	ipdocket@eatonpeabody.com		
Correspondent Name:	Jeffrey C. Joyce		
Address Line 1:	P.O. Box 15235		
Address Line 4:	Portland, MAINE 04112		

CH \$265.00 2599545

NAME OF SUBMITTER:	Jeffrey C. Joyce
SIGNATURE:	/Jeffrey C. Joyce/
DATE SIGNED:	02/24/2020
Total Attachments: 7 source=FloridaDeptofStateCorrFrom-10.21.2019 (Conversion)#page1.tif source=FloridaDeptofStateCorrFrom-10.21.2019 (Conversion)#page2.tif source=FloridaDeptofStateCorrFrom-10.21.2019 (Conversion)#page3.tif source=FloridaDeptofStateCorrFrom-10.21.2019 (Conversion)#page4.tif source=FloridaDeptofStateCorrFrom-10.21.2019 (Conversion)#page5.tif source=FloridaDeptofStateCorrFrom-10.21.2019 (Conversion)#page6.tif source=FloridaDeptofStateCorrFrom-10.21.2019 (Conversion)#page7.tif	



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 21, 2019

FERNANDO M. GIACHINO
3601 SE OCEAN BLVD., SUITE 204
STUART, FL 34996 US

Re: Document Number L19000252443

The Articles of Conversion and Articles of Organization were filed October 21, 2019, with an organizational date deemed effective December 16, 2011, for ITI HOLDINGS, LLC, the resulting Florida Limited Liability Company.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added. **It is your responsibility to remember to file your annual report in a timely manner.**

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6051, the Registration Filing Section.

Nadira D McClees-Sams
Regulatory Specialist II
Division of Corporations

Letter Number: 219A00021676

**CORPORATION PLAN OF CONVERSION
AND
UNANIMOUS CONSENT TO ACT
OF
ITI HOLDINGS, INC.**

Pursuant to Florida Statutes, Section 607.0704 and Section 2.08 of the Bylaws of ITI HOLDINGS, INC., a Florida corporation, (hereafter the "Corporation"), duly organized and in good standing under Chapter 607 of the Florida Statutes, the undersigned, being all of the Shareholders of the Corporation, hereby consent to the following actions and summarize and state for the Corporation records that:

1. PLAN OF CONVERSION

A. General Plan of Conversion. Pursuant to Sections 605.1045 and 607.11930, Florida Statutes, the Corporation shall be converted into a Florida limited liability company (hereafter the "Converted Entity") pursuant to the "Articles of Conversion For "Other Business Entity" into Florida Limited Liability Company" filed with the Department of State, Division of Corporations (the "Conversion Articles"), the form of which is attached hereto as an exhibit. The name and form of the organization before conversion, the name and form of the organization after conversion, and copies of the organizational documents of the newly converted organization are included in said Articles.

B. Name, Address, and Registered Agent of Converted Entity. The Converted Entity will operate under the name of ITI Holdings, LLC. The mailing and street address of the office of the Converted Entity will be 1321 SE Decker Ave., Stuart, FL 34994. The registered agent for service of process on Converted Entity will be Fernando M. Giachino and the Florida street address of the registered agent is 3601 SE Ocean Blvd., Suite 204, Stuart, FL 34996.

C. Terms of Conversion. In order to convert the Corporation into a limited liability company, the shareholders of the Corporation are each assigning and transferring their interests in the Corporation and Corporation property to the Converted Entity in exchange for an interest in the Converted Entity. Each member's total percentage interest in profits and losses and capital of the Converted Entity will be the same as that shareholder's total percentage interest in profits and losses and capital of the Corporation immediately prior to the Effective Date (as defined below), and each shareholder's ownership percentage of Corporation property to be contributed to the Converted Entity. Such ownership of the Converted Entity shall be as set forth in the Summary of Interests of the Converted Entity as more particularly set forth below in Section 2 of this Plan of Conversion and Unanimous Consent.

The aforementioned assignment and transfer of interests in the Corporation and Corporation property shall be, or have already been, effected by Assignment of Corporation interests to be executed and delivered by each shareholder of the Corporation.

D. Continuation of Business and Governing Documents. From and after the Effective Date (as defined below), the business of the Corporation will continue to be carried on by the Converted Entity and all the rights and property of the shareholders and the Corporation will be vested in the Converted Entity and all debts, liabilities, and obligations of the Corporation shall continue as debts, liabilities, and obligations of the Converted Entity. All holders of interests in the Converted Entity will be bound by the terms of the Operating Agreement of Converted Entity, copies of which are attached hereto and made a part of this Plan.

E. Tax Consequences of Conversion. It is the desire and intent of the partners of the Corporation that the conversion will be tax free to the partners under § 721 of the Internal Revenue Code of 1986, as amended (the "IRC"), will not be considered a taxable sale or exchange under IRC § 708, and will not result in a termination of the Corporation for income tax purposes. All provisions of this Plan shall be interpreted in a manner consistent with this intent.

F. Further Actions and Effective Date of Conversion. The Corporation and the Converted Entity shall take all such further actions as may be required to complete the conversion, including the filing of the Conversion Articles and the execution of all documents necessary to transfer the legal rights of the Corporation to the Converted Entity. The conversion shall be effective on the date that the Conversion Articles is accepted for filing by the Florida Department of State, Division of Corporations (the "Effective Date").

2. APPROVAL OF CONVERSION

RESOLVED, that the conversion of ITI HOLDINGS, INC., a Florida Corporation into ITI Holdings, LLC, a Florida limited liability company, in accordance with the terms and conditions set forth in this Corporation Plan of Conversion and Unanimous Consent to Act hereby is approved; and

RESOLVED, further, that the organic documents of ITI Holdings, LLC, be and they hereby are approved to become effective upon consummation of the conversion in accordance with the terms and conditions set forth in this Corporation Plan of Conversion and Unanimous Consent to Act; and

RESOLVED, further, that the proper shareholders and representatives of ITI HOLDINGS, INC. be and they hereby are authorized and empowered to do such other acts and things as they may deem necessary and appropriate to carry into effect the full intent and purpose of the resolutions adopted by this body at this meeting with respect to said conversion including, but not limited to, the execution and filing of Articles of Conversion with the Secretary of State of the State of Florida.


RESOLVED, further, that as a result of such conversion described above, the undersigned, being all of the Shareholders of the Corporation, do hereby acknowledge the current ownership of the Corporation prior to the conversion discussed hereinabove, and thereby anticipate the ownership of the Converted Entity to be as follows:

Partner/Member
Brian Carney
Flemming Elleboe

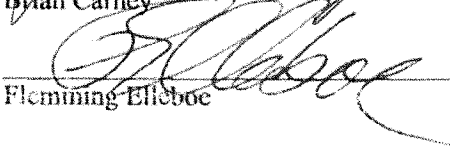
Share of Ownership Interest
57.5 shares
42.5 shares

Dated: 9/6/19, 2019

Dated: 9/6/19, 2019



Brian Carney



Flemming Elleboe

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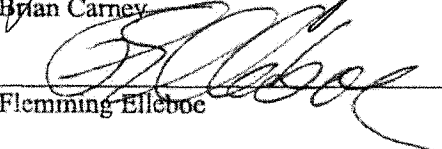
Partner/Member
Brian Carney
Flemming Elleboe

Share of Ownership Interest
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42.5 shares

Dated: 9/6/19, 2019

Dated: 9/6/19, 2019



Brian Carney


Flemming Elleboe