

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM587387

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	ENTITY CONVERSION
RESUBMIT DOCUMENT ID:	900551683
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BrandBlack, LLC		01/21/2020	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	BrandBlack, Inc.
Street Address:	3631 Wasatch Avenue
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90066
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	4728169	BB
Registration Number:	4984208	BLACKFOAM
Registration Number:	4777587	BRANDBLACK
Registration Number:	5134010	BRANDBLACK
Serial Number:	87209279	BRANDBLACK
Registration Number:	5303550	BRANDBLACK
Registration Number:	5297399	BRANDBLACK
Registration Number:	5302638	BRANDBLACK RARE METAL
Registration Number:	4819919	JC J. CROSSOVER
Registration Number:	4716997	

CORRESPONDENCE DATA

Fax Number: 3102822200

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.

Phone: 3102822000 x2143

Email: trademarks@loeb.com

Correspondent Name: Melanie Howard

TRADEMARK

Address Line 1: 10100 Santa Monica Boulevard
Address Line 2: c/o Loeb & Loeb LLP, Suite 2200
Address Line 4: Los Angeles, CALIFORNIA 90067-4120

NAME OF SUBMITTER: Tatyana Gilles

SIGNATURE: /Tatyana Gilles/

DATE SIGNED: 07/17/2020

Total Attachments: 5

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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "BRANDBLACK, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "BRANDBLACK, LLC" TO "BRANDBLACK, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 2020, AT 5:10 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

6878688 8100V
SR# 20200432139

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202232415
Date: 01-22-20

TRADEMARK
REEL: 006996 FRAME: 0733

STATE OF DELAWARE

CERTIFICATE OF CONVERSION

FROM A DELAWARE LIMITED LIABILITY COMPANY TO

A DELAWARE CORPORATION PURSUANT TO

SECTION 265 OF THE DELAWARE GENERAL CORPORATION LAW

January 21, 2020

1. BRANDBLACK, INC., a Delaware corporation, was first incorporated by the filing of that certain Certificate of Incorporation with the Delaware Secretary of State on May 9, 2018. BRANDBLACK, INC. then converted into a Delaware limited liability company by the filing of that certain Certificate of Conversion and that certain Certificate of Formation with the Delaware Secretary of State on May 22, 2018, at which point its name became, and still is, BRANDBLACK, LLC.
2. The jurisdiction of BRANDBLACK, LLC immediately prior to filing this Certificate of Conversion is Delaware.
3. The name of the corporation as set forth in its Certificate of Incorporation is BRANDBLACK, INC.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting limited liability company has executed this Certificate of Conversion as of the day and year first written above.

/s/ Candis Hoffman

Candis Hoffman, Authorized Person

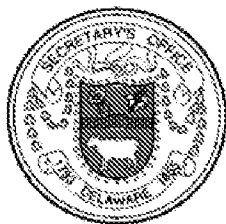
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BRANDBLACK, INC." FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JANUARY, A.D. 2020, AT 5:10 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

6878688 8100V
SR# 20200432139

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202232415
Date: 01-22-20

TRADEMARK
REEL: 006996 FRAME: 0735

CERTIFICATE OF INCORPORATION

OF

BRANDBLACK, INC.

First: The name of the corporation is BRANDBLACK, INC. (the "Corporation").

Second: The address of the registered office of the Corporation in the State of Delaware is 850 New Burton Road, Suite 201, City of Dover, County of Kent, 19904. The name of its registered agent at such address is Cogency Global Inc.

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

Fourth: The total number of shares of capital stock of which the Corporation shall have authority to issue is: (a) two million (2,000,000) shares of Common Stock, with \$0.00001 par value per share, all of which shall be designated Class A Common Stock; and (b) two million seven hundred thousand (2,700,000) shares of Preferred Stock, with \$0.00001 par value per share, all of which shall be designated Series A Preferred Stock.

Fifth: The business and affairs of the Corporation shall be managed by the Board of Directors (the "Board"), and the directors need not be elected by ballot unless required by the Bylaws of the Corporation (the "Bylaws"). The number of directors of the Corporation shall be determined in the manner provided by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

Sixth: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board is expressly authorized to adopt, amend or repeal the Bylaws; provided, however, the Board may not repeal or amend any bylaw that the stockholders have expressly provided may not be amended or repealed by the Board. The stockholders shall also have the power to adopt, amend or repeal the Bylaws.

Seventh: The Corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

Eighth: The incorporator is Candis C. Hoffman, whose mailing address is c/o Loeb & Loeb LLP, 10100 Santa Monica Boulevard, Suite 2200, Los Angeles, California 90067.

Ninth: 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 any improper personal benefit. If the DGCL is amended after

approval by the stockholders of this article 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.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

I, the undersigned, being the incorporator, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate of Incorporation, do certify that the facts herein stated are true, and, accordingly, have hereto set my hand and seal this 21st day of January, 2020.


Candis C. Hoffman, Incorporator