

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM649754

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Cold-Brew Soda LLC		05/14/2021	Limited Liability Company: PENNSYLVANIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Cold-Brew Soda, Inc.		
<b>Street Address:</b>	1510 Chestnut Street		
<b>Internal Address:</b>	Suite 404		
<b>City:</b>	Philadelphia		
<b>State/Country:</b>	PENNSYLVANIA		
<b>Postal Code:</b>	19102		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	88678577	COLD BREW SODA	
<b>Serial Number:</b>	88678565	COLD BREW SODA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2155686499		
<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>			
<b>Phone:</b>	2155686400		
<b>Email:</b>	trademarks@vklaw.com		
<b>Correspondent Name:</b>	Michael F. Snyder		
<b>Address Line 1:</b>	30 South 17th Street		
<b>Address Line 2:</b>	Suite 1800		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103		
<b>NAME OF SUBMITTER:</b>	Michael F. Snyder		
<b>SIGNATURE:</b>	/Michael F. Snyder/		
<b>DATE SIGNED:</b>	05/26/2021		
<b>Total Attachments: 6</b>			
source=CBSL-1A Cold Brew Soda Inc.-DE-Conversion#page1.tif			
source=CBSL-1A Cold Brew Soda Inc.-DE-Conversion#page2.tif			

OP \$65.00 88678577

source=CBSL-1A Cold Brew Soda Inc.-DE-Conversion#page3.tif

source=CBSL-1A Cold Brew Soda Inc.-DE-Conversion#page4.tif

source=CBSL-1A Cold Brew Soda Inc.-DE-Conversion#page5.tif

source=CBSL-1A Cold Brew Soda Inc.-DE-Conversion#page6.tif

# 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 CERTIFICATE OF CONVERSION OF A PENNSYLVANIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "COLD-BREW SODA LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "COLD-BREW SODA LLC" TO "COLD-BREW SODA, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MAY, A.D. 2021, AT 9:43 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

5932477 8100F  
SR# 20211916372

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

Authentication: 203251061  
Date: 05-20-21

**TRADEMARK**  
**REEL: 007307 FRAME: 0230**

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Pennsylvania.
- 2.) The jurisdiction immediately prior to filing this Certificate is Pennsylvania.
- 3.) The date the Limited Liability Company first formed is October 24, 2019.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Cold-Brew Soda LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Cold-Brew Soda, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 14 day of May, A.D. 2021.

DocuSigned by:  
By: Vincent Francescangeli  
812A04675CCB4DE

Name: Vincent Francescangeli  
Print or Type

Title: Authorized Member  
Print or Type

# 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 "COLD-BREW SODA, INC." FILED IN THIS OFFICE ON THE TWENTIETH DAY OF MAY, A.D. 2021, AT 9:43 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

5932477 8100F  
SR# 20211916372

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

Authentication: 203251061  
Date: 05-20-21

**TRADEMARK**  
**REEL: 007307 FRAME: 0232**

CERTIFICATE OF INCORPORATION  
OF  
COLD-BREW SODA, INC.

1. The name of the Corporation is Cold-Brew Soda, Inc.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Zip Code 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. 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 (the "DGCL").
4. The total number of shares of stock which the Corporation shall have authority to issue is two hundred fifty thousand (250,000) shares of stock, all of which shall be classified as common stock, \$0.0001 par value per share.

5. The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Vincent Francescangeli	Vincent Francescangeli 2042 Amber Street Apt. 103 Philadelphia, Pennsylvania 19125

6. The Corporation is to have perpetual existence.
7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter or repeal the bylaws of the Corporation.
8. Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.
9. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs.

If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

10. No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that this provision shall not limit or eliminate the liability of a director (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 there is any amendment or revocation of this provision, the liability of any director for any action taken prior to the amendment or revocation will not be affected thereby.

11. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter, a "Proceeding"), by reason of the fact that he or she is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director, officer or trustee of another Corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter, an "Indemnitee"), shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss reasonably incurred or suffered by such Indemnitee in connection therewith. An Indemnitee shall also have the right to be paid by the Corporation the expense (including attorney's fees) incurred in defending any such Proceeding in advance of its final disposition to the extent permitted by the DGCL. No amendment or repeal of this provision shall apply to or have any effect on the rights of indemnification of any Indemnitee with respect to any acts or omissions of such Indemnitee occurring prior to such amendment or repeal.

[Signature Page Follows]

I, THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation pursuant to the DGCL, do make, file and record this Certificate of Incorporation, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 14th day of May, 2021.

DocuSigned by:

*Vincent Francescangeli*

Vincent Fracescangeli  
Incorporator