

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM853930

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
GADZOOKS, INC.		11/01/2023	Corporation: GEORGIA
RECEIVING PARTY DATA			
Name:	GADZOOKS USA, INC.		
Street Address:	8461 FARM RD		
Internal Address:	STE 120-250		
City:	LAS VEGAS		
State/Country:	NEVADA		
Postal Code:	89131		
Entity Type:	Corporation: NEVADA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	98096426	GADZOOKS	
Serial Number:	97895085	TRUE FETISH	
Serial Number:	97862433	GADZOOKS	
CORRESPONDENCE DATA			
Fax Number:	2158325360		
<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:	215-569-5360		
Email:	mhomyk@blankrome.com		
Correspondent Name:	Matthew A. Homyk		
Address Line 1:	One Logan Square		
Address Line 2:	Blank Rome LLP		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		
ATTORNEY DOCKET NUMBER:	167148-00101		
NAME OF SUBMITTER:	Matthew A. Homyk		
SIGNATURE:	/Matthew Homyk/		
DATE SIGNED:	11/16/2023		
Total Attachments: 4			

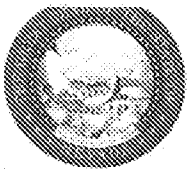
OP \$90.00 98096426

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Secretary of State
 401 North Carson Street
 Carson City, Nevada 89701-4201
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Filed in the Office of <i>FVAquilar</i>	Business Number E36089982023-2
Secretary of State State Of Nevada	Filing Number 20233609981
	Filed On 11/6/2023 11:39:00 AM
	Number of Pages 4

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: Conversion Exchange Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information: (Constituent, Acquired or Merging)	Entity Name: <p style="text-align: center;">GADZOOKS, INC.</p> Jurisdiction: Georgia Entity Type*: Corporation <i>If more than one entity being acquired or merging please attach additional page.</i>
2. Entity Information: (Resulting, Acquiring or Surviving)	Entity Name: <p style="text-align: center;">GADZOOKS USA, INC.</p> Jurisdiction: Nevada Entity Type*: Corporation
3. Plan of Conversion, Exchange or Merger: (select one box)	<input type="checkbox"/> The entire plan of conversion, exchange or merger is attached to these articles. <input checked="" type="checkbox"/> The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200). <input type="checkbox"/> The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)
4. Approval: (if more than one entity being acquired or merging please attach additional approval page.)	Exchange/Merger: Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity) <input type="checkbox"/> A. Owner's approval was not required from the: <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input type="checkbox"/> B. The plan was approved by the required consent of the owners of: <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input type="checkbox"/> C. Approval of plan of exchange/merger for Nevada non-profit corporation (NRS 92A.160): Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation. <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving Name of acquired/merging entity Name of acquiring/surviving entity
5. Effective Date and Time: (Optional)	Date: _____ Time: _____ <p style="text-align: center;">(must not be later than 90 days after the certificate is filed)</p>

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.



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4. Approval

Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- A. Owner's approval was not required from the:
 - Acquired/merging
 - Acquiring/surviving
- B. The plan was approved by the required consent of the owners of:
 - Acquired/merging
 - Acquiring/surviving
- C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):
 Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.
 - Acquired/merging
 - Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

4. Approval

Continued:

(If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- A. Owner's approval was not required from the:
 - Acquired/merging
 - Acquiring/surviving
- B. The plan was approved by the required consent of the owners of:
 - Acquired/merging
 - Acquiring/surviving
- C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):
 Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.
 - Acquired/merging
 - Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity



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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

6. Forwarding Address for Service of Process:
 (Conversion and Mergers only, if resulting/surviving entity is foreign)

GADZOOKS USA, INC. USA
 Name Country
 Care of: INCORP SERVICES, INC.
 3773 Howard Hughes Pkwy, Ste 500S Las Vegas NV 89169
 Address City State Zip/Postal Code

7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200):
 (Merger only) **

** Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

8. Declaration:
 (Exchange and Merger only)

Exchange:
 The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).
Merger: (Select one box)
 The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
 The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

9. Signature Statement: (Required)

Conversion:
 A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.
 Signatures - must be signed by:
 1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).
 2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

GADZOOKS USA, INC.
 Name of constituent entity

*Form will be returned if unsigned.
 This form must be accompanied by appropriate fees.*



Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

9. Signature Statement
 Continued: (Required)

Exchange:
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230)
 Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.
 The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

Merger:
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).
 The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

10. Signature(s):
 (Required)


Name of acquired/merging entity

X _____ Title _____ Date _____
 Signature (Exchange/Merger)

If more than one entity being acquired or merging please attach additional page of information and signatures.

Name of acquiring/surviving entity

X _____ Title _____ Date _____
 Signature (Exchange/Merger)

X  _____ Title **President** Date **11/09/2023**
 Signature of Constituent Entity (Conversion)

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)