

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RASS Enterprises, LLC		05/22/2007	LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	WonderTablitz Corporation		
Street Address:	25 Walpole Park South		
City:	Walpole		
State/Country:	MASSACHUSETTS		
Postal Code:	02081		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	77096216	WONDER TABLITZ	
CORRESPONDENCE DATA			
Fax Number:	(360)647-0412		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	360-647-0400		
Email:	sh@schachtlaw.com		
Correspondent Name:	Michael R. Schacht		
Address Line 1:	2801 Meridian St., Ste 202		
Address Line 4:	Bellingham, WASHINGTON 98225		
ATTORNEY DOCKET NUMBER:	T215288/WONDERTABLITZ		
NAME OF SUBMITTER:	Michael R. Schacht		
Signature:	/michael r schacht/		
Date:	10/21/2007		

OP \$40.00 77096216

Total Attachments: 5

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The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

**Articles of Entity Conversion of a
Domestic Other Entity
to a Domestic Business Corporation**
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

- (1) Exact name of other entity: RASS Enterprises, LLC
- (2) A corporate name that satisfies the requirements of G.L. Chapter 156D, Section 4.01:
WonderTablitz Corporation
- (3) The plan of entity conversion was duly approved in accordance with the organic law of the other entity.
- (4) The following information is required to be included in the articles of organization pursuant to G.L. Chapter 156D, Section 2.02(a) or permitted to be included in the articles pursuant to G.L. Chapter 156D, Section 2.02(b):

ARTICLE I

The exact name of the corporation upon conversion is:

WonderTablitz Corporation

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. Chapter 156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:*

* Professional corporations governed by G.L. Chapter 156A must specify the professional activities of the corporation.

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ARTICLE III

State the total number of shares and par value, * if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
		Common	100,000	\$.01

ARTICLE IV

Prior to the issuance of shares of any class or series, the articles of organization must set forth the preferences, limitations and relative rights of that class or series. The articles may also limit the type or specify the minimum amount of consideration for which shares of any class or series may be issued. Please set forth the preferences, limitations and relative rights of each class or series and, if desired, the required type and minimum amount of consideration to be received.

n/a

ARTICLE V

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock are:

n/a

ARTICLE VI

Other lawful provisions, and if there are no such provisions, this article may be left blank.

See attached Continuation Sheet VI

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

**G.L. Chapter 156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. Chapter 156D, Section 6.21, and the comments relative thereto.*

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Attachment Sheet

Continuation Sheet VI

1. Minimum number of directors. The board of directors may consist of one or more individuals, notwithstanding the number of shareholders.
2. Personal liability of directors to corporation. No director shall have personal liability to the corporation for monetary damages for breach of his or her fiduciary duty as a director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the director derived an improper personal benefit.
3. Shareholder vote required to approve matters acted on by shareholders. The affirmative vote of a majority of all the shares in a voting group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the General Laws of Massachusetts.
4. Shareholder action without a meeting by less than unanimous consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a shareholders' meeting may be taken without a meeting by shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all shareholders entitled to vote on the action are present and voting, and the notice requirements of Section 7.04(d) have been complied with.
5. Authorization of directors to make, amend or repeal bylaws. The board of directors may make, amend or repeal the bylaws in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization or the bylaws requires action by the shareholders.

ARTICLE VII

The effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing:

ARTICLE VIII

The information contained in this article is not a permanent part of the articles of organization.

- a. The street address of the initial registered office of the corporation in the commonwealth:
129 Morgan Drive, Norwood, Massachusetts 02062
- b. The name of its initial registered agent at its registered office:
Andrew Schultz
- c. The names and addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

President: Andrew Schultz 129 Morgan Drive, Norwood, Massachusetts 02062

Treasurer: William Schultz 129 Morgan Drive, Norwood, Massachusetts 02062

Secretary: William Schultz same as above

Director(s): Andrew Schultz same as above
William Schultz same as above

If a professional corporation, include a list of shareholders with residential addresses and attach certificates of the appropriate regulatory board.

- d. The fiscal year end of the corporation:
December 31
- e. A brief description of the type of business in which the corporation intends to engage:
Consulting, marketing, manufacturing and/or distribution services.
- f. The street address of the principal office of the corporation:
129 Morgan Drive, Norwood, Massachusetts 02062
- g. The street address where the records of the corporation required to be kept in the commonwealth are located is:
129 Morgan Drive, Norwood, Massachusetts 02062, which is
(number, street, city or town, state, zip code)

- its principal office;
- an office of its transfer agent;
- an office of its secretary/assistant secretary;
- its registered office.

Signed by: Andrew Schultz *(signature of authorized individual)*

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 18th day of May, 2007

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COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Entity Conversion of a
Domestic Other Entity
to a Domestic Business Corporation
(General Laws Chapter 156D, Section 9.53; 950 CMR 113.30)

I hereby certify that upon examination of these articles of conversion, duly submitted to me, it appears that the provisions of the General Laws relative thereto have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 415 having been paid, said articles are deemed to have been filed with me this 22nd day of May, 2007, at 11:23 am p.m. time

Effective date: _____
(must be within 90 days of date submitted)

William Francis Galvin

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: Minimum \$250

[Signature]
Examining
[Signature]
Name approval

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TO BE FILLED IN BY CORPORATION
Contact Information:

Leslie Martello, Legal Specialist

Gesmer Updegrove LLP

40 Broad Street, Boston, Massachusetts 02038

Telephone: _____ 617-350-6800

Email: _____ leslie.martello@gesmer.com

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CORPORATION DIVISION

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/cor. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.