

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
OTR GLOBAL HOLDINGS II, LLC		12/07/2009	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	OTR GLOBAL HOLDINGS II, INC.		
Street Address:	1 Manhattanville Road		
City:	Purchase		
State/Country:	NEW YORK		
Postal Code:	10577		
Entity Type:	INC. ASSOCIATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2865996	OFF THE RECORD	
CORRESPONDENCE DATA			
Fax Number:	(646)599-9563		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-763-6818		
Email:	trademarks@vanfeliu.com		
Correspondent Name:	Monica P. McCabe, Esq.		
Address Line 1:	60 East 42nd Street, 51st Floor		
Address Line 4:	New York, NEW YORK 10165		
ATTORNEY DOCKET NUMBER:	2085002RECCHANGEOFNAME		
NAME OF SUBMITTER:	Monica P. McCabe		
Signature:	/Monica P. McCabe/		
Date:	04/27/2011		
Total Attachments: 2 source=Change of Name from LLC to INC#page1.tif source=Change of Name from LLC to INC#page2.tif			

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Delaware

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The First State

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 "OTR GLOBAL HOLDINGS II LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "OTR GLOBAL HOLDINGS II LLC" TO "OTR GLOBAL HOLDINGS II, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF DECEMBER, A.D. 2009, AT 4:07 O'CLOCK P.M.

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

4720157 8100V

091075506

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7681831

DATE: 12-07-09

TRADEMARK
REEL: 004529 FRAME: 0952

**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 was first formed, and its jurisdiction immediately prior to filing this Certificate of Conversion, is the State of Delaware.

2. The date on which the limited liability company was first formed is August 13, 2009.

3. The name of the limited liability company immediately prior to the filing of this Certificate of Conversion is OTR Global Holdings II LLC.

4. The name of the corporation as set forth in its Certificate of Incorporation is OTR Global Holdings II, 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 on the 7th day of December, 2009.

OTR GLOBAL HOLDINGS LLC

Its: Sole Member

By: /s/ James W. Santori

Name: James W. Santori

Title: Chief Financial Officer