

08/14/2012



Form PTO-1594 (Rev. 12-11)
OMB Collection 0651-0027 (exp. 04/30/

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

103648075

TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

8-14-12

1. Name of conveying party(ies):

OeTZI3300, LLC

- Individual(s)
- Partnership
- Corporation- State: _____
- Other Limited Liability Company

Citizenship (see guidelines) California, USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) January 4, 2012

- Assignment
- Security Agreement
- Other Change from LLC to C Corp.
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: OTZ Shoes, Inc.

Street Address: 24955 Pacific Coast Highway, Suite A103

City: Malibu

State: California

Country: USA Zip: 90265

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship California, USA
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

85431995 (OTZ3300)

B. Trademark Registration No.(s)

3874066 (OeTZI3300); 4173058 (OTZShoes); 4150286 (OTZ)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

The trademarks all have the logo below and to the right of the names, OeTZI3300, OTZShoes, OTZ or OTZ3300, that consists a large plus sign and a vertical bar with rounded corners

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: George W. Murgatroyd III

Internal Address: _____

Street Address: 24955 Pacific Coast Highway, Suite A103

City: Malibu

State: CA Zip: 90265

Phone Number: 310 456-9100

Docket Number: _____

Email Address: skip@otzshoes.com

9. Signature:

Signature

George W. Murgatroyd III

Name of Person Signing

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 160.00

Authorized to be charged to deposit account

Enclosed 08/14/2012 HTON11 0000176717

8. Payment Information:

Check Refund Total: \$45.00

Deposit Account Number _____

Authorized User Name _____

01 FC:0521
02 FC:0522 August 8, 2012

Date

Total number of pages including cover sheet, attachments, and document: 9

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450



**State of California
Secretary of State**

LLC-1

File # 200913810273

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAY 15 2009

**LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION**

A \$70.00 filing fee must accompany this form.

IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

ENTITY NAME (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

1. NAME OF LIMITED LIABILITY COMPANY

OeTZI3300, LLC

PURPOSE (The following statement is required by statute and should not be altered.)

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-KILLEA LIMITED LIABILITY COMPANY ACT.

INITIAL AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both Items 3 and 4 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 3 must be completed (leave Item 4 blank).)

3. NAME OF INITIAL AGENT FOR SERVICE OF PROCESS

George W. Murgatroyd III

4. IF AN INDIVIDUAL, ADDRESS OF INITIAL AGENT FOR SERVICE OF PROCESS IN CALIFORNIA CITY STATE ZIP CODE

6956 Dume Drive, Malibu CA 90265

MANAGEMENT (Check only one)

5. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY:

- ONE MANAGER
 MORE THAN ONE MANAGER
 ALL LIMITED LIABILITY COMPANY MEMBER(S)

ADDITIONAL INFORMATION

6. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

EXECUTION

7. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

May 11, 2009

DATE


SIGNATURE OF ORGANIZER

Ludovic Malmoux
TYPE OR PRINT NAME OF ORGANIZER



OeTZI3300, LLC

Resolution

To Convert from a Limited Liability Company to a C Corporation

December 27, 2011

Whereas, OeTZI3300, LLC (the "Company") has a need for additional capital;

Whereas, the Company's need for capital may prove ongoing;

Whereas, challenges exist in making repetitive offerings of the limited liability membership interests of a company;

Whereas, the corporate form of business generally accommodates multiple offerings of the securities of a company in a better manner than the limited liability form of business;

Whereas, members of a limited liability company, such as members of this Company, are subject to possible phantom income if the affairs of the company are not managed in a manner assuring the availability of cash for distribution;

Whereas, there is no assurance of the continued availability of cash to distribute to the members of this Company, to offset any potential taxable income potentially flowing through to them from the Company;

Whereas, owners of stock in a C corporation are not, under most circumstances, subject to phantom income from the operations of the C corporation;

Whereas, the corporate form of organization generally contains governance structures that are more efficacious and time proven than the limited liability form of organization;

Whereas, the Company is undergoing rapid growth, which, if continued, will likely demand better governance;

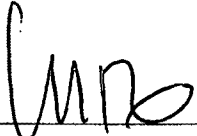
Whereas, the managers of the Company (the "Managers") have considered the benefits of continuing to conduct the business of the Company in the limited liability form;

Whereas, the Managers have considered the disadvantages of conducting the business of the Company in the C corporation form; and

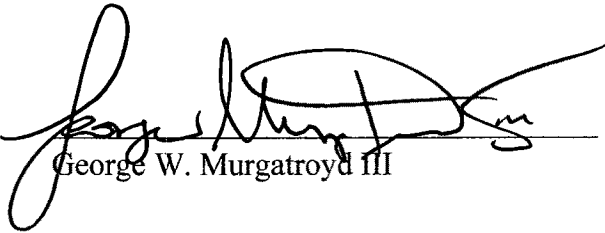
Whereas, the Managers have considered the benefits and detriments of operating the Company as an S corporation,

Now, therefore, after considering the benefits and detriments of remaining a limited liability vs. benefits and detriments of operating as either a C corporation or an S corporation, the Managers of this Company have concluded that it is, overall, in the interest of the Company and its members to convert the Company from the limited liability form of organization to a C corporation and resolve that the Company shall be so converted effective January 1, 2012.

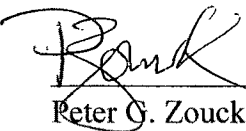
UNANIMOUSLY RESOLVED, this 27th day of December, 2011 by the Managers:



Ludovic C. Malmoux



George W. Murgatroyd III



Peter G. Zouck

DEC 30 2011

**ARTICLES OF INCORPORATION
WITH STATEMENT OF CONVERSION****I**

The name of this incorporation is OETZI3300, INC.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the **General Corporation Law of California** other than the banking business, the trust company business or the practice of profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Name: Corporation Service Company which will do business in California as CSC-Lawyers Incorporating Service.

IV

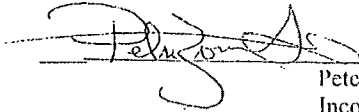
The total number of shares of stock which the Corporation shall have authority to issue is one hundred forty million (140,000,000) shares, of which (A) 80 million (80,000,000) shares, of a par value of One Cent (\$0.01) per share, shall be of a class designated "Common Stock," and (B) 60 million (60,000,000) shares, of a par value of One Cent (\$0.01) per share, shall be of a class designated "Preferred Stock." The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is expressly authorized to fix, by resolution or resolutions providing for the issuance of any series of Preferred Stock, the number of shares included in such series and the voting powers, privileges, designations, preferences and relative, participating, optional or other special rights, if any, of such series, and the qualifications, limitations or restrictions thereof, and to increase or decrease the number of shares of such series (but not below the number of shares thereof outstanding).

V**(Statement of Conversion)**

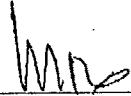
The name of the converting California limited liability company is Oetzi3300, LLC
The limited liability company's California Secretary of State
file number is 200913810273. The principal terms of the plan of conversion were
approved by a vote of the members which equalled or exceeded the vote required

under Section 17540.3, specifying each class entitled to vote and the percentage vote required of each class. The limited liability company is converting into a California stock corporation

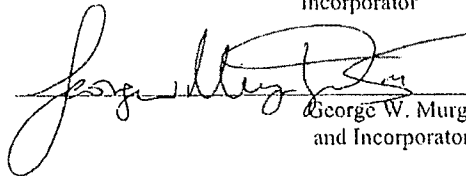
It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.



Peter Zouck, Manager of Oetzi3300, LLC and
Incorporator



Ludovic Malmoux, Manager of Oetzi3300, LLC and
Incorporator



George W. Murgatroyd III, Manager of Oetzi3300, LLC
and Incorporator



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JAN 3 2012

Date: _____ 


DEBRA BOWEN, Secretary of State

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JAN 04 2012

The undersigned certify that:


1. They are the president and the secretary, respectively, of OETZI3300, INC.
2. Article one of the Articles of Incorporation of this corporation is amended to read as follows:

The name of the corporation is OTZ Shoes, Inc.

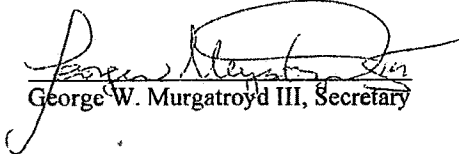
3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has issued no shares.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 01/4/12



 Ludovic Malmoux, President



 George W. Murgatroyd III, Secretary



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office

JAN 05 2012

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State