

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM346145

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NOW HEAR THIS, LLC		06/25/2015	LIMITED LIABILITY COMPANY: NORTH CAROLINA
RECEIVING PARTY DATA			
Name:	NOW HEAR THIS, INC.		
Street Address:	4701 Creedmoor Rd		
Internal Address:	Suite 111		
City:	RALEIGH		
State/Country:	NORTH CAROLINA		
Postal Code:	27612		
Entity Type:	CORPORATION: NORTH CAROLINA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4227713	NOW HEAR THIS	
CORRESPONDENCE DATA			
Fax Number:			
<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:	9198039920		
Email:	CHRIS.SOREY@GMAIL.COM		
Correspondent Name:	CHRISTOPHER L. SOREY		
Address Line 1:	1094 MOSSTREE DRIVE		
Address Line 4:	APEX, NORTH CAROLINA 27502		
ATTORNEY DOCKET NUMBER:	NHT - CONVERSION		
NAME OF SUBMITTER:	CHRISTOPHER L SOREY		
SIGNATURE:	/CLS/		
DATE SIGNED:	06/29/2015		
Total Attachments: 4			
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NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

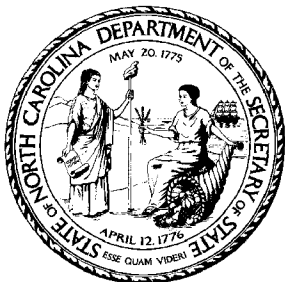
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

NOW HEAR THIS, INC.

the original of which was filed in this office on the 25th day of June, 2015.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 25th day of June, 2015.

Elaine F. Marshall

Secretary of State

NOW HEAR THIS, INC.

**ARTICLES OF INCORPORATION
INCLUDING ARTICLES OF CONVERSION**

Pursuant to § 55-2-02 and § 55-11A-03 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Incorporation Including Articles of Conversion (the “**Articles**”) for the purpose of forming a North Carolina business corporation:

1. The name of the resulting corporation is Now Hear This, Inc. The corporation is being formed pursuant to a conversion of another business entity.

2. The name of the converting business entity is Now Hear This, LLC, and the organization and internal affairs of the converting business entity are governed by the laws of the State of North Carolina. A plan of conversion has been approved by the converting business entity as required by law.

3. The converting business entity is a domestic limited liability company.

4. The number of shares the corporation is authorized to issue is Five Million (5,000,000). The shares shall be all of one class, designated as common stock, no par value per share.

5. The street address and county of the initial registered office of the corporation is Wells Fargo Capitol Center, 150 Fayetteville Street, Suite 2300, Raleigh, Wake County, North Carolina 27601. The mailing address of the initial registered office of the corporation is the same as the street address.

6. The name of the initial registered agent is Merrill M. Mason

7. The number of directors constituting the board of directors may be fixed by the Bylaws of the corporation.

8. No director of the corporation shall have personal liability arising out of an action whether by or in the right of the corporation or otherwise for monetary damages for breach of any duty as a director; provided, however, that the foregoing shall not limit or eliminate the personal liability of a director with respect to (i) acts or omissions that such director at the time of such breach knew or believed were clearly in conflict with the best interests of the corporation, (ii) any liability under Section 55-8-33 of the North Carolina General Statutes or any successor provision, (iii) any transaction from which such director derived an improper personal benefit, or (iv) acts or omissions occurring prior to the date of the effectiveness of this Article. As used in this Article, the term “improper personal benefit” does not include a director’s reasonable compensation or other reasonable incidental benefit for or on account of his or her services as a director, officer, employee, independent contractor, attorney, or consultant of the corporation.

Furthermore, notwithstanding the foregoing provision, in the event that Section 55-2-02 or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of directors, the personal liability of the corporation's directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This Article shall not affect a provision permitted under the North Carolina General Statutes in the articles of incorporation, bylaws or contract or resolution of the corporation indemnifying or agreeing to indemnify a director against personal liability. Any repeal or modification of this Article shall not adversely affect any limitation hereunder on the personal liability of the director with respect to acts or omissions occurring prior to such repeal or modification.

9. The provisions of Article 9 and Article 9A of the North Carolina Business Corporation Act, entitled "The North Carolina Shareholder Protection Act" and "The North Carolina Control Share Acquisition Act," respectively, shall not be applicable to the corporation.

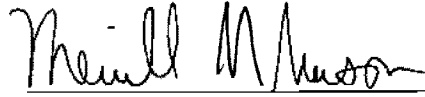
10. To the full extent then permitted by the North Carolina Business Corporation Act as it may be amended from time to time, any action which is required or permitted to be taken at a meeting of the shareholders may be taken by written consent without a meeting and without prior notice by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shares entitled to vote thereon were present and voted. Such signed and dated written consent must be filed with the Secretary of the corporation to be kept in the corporate minute book, whether done before or after the action so taken, but in no event later than sixty (60) days after the earliest dated consent delivered in accordance with this section. Delivery made to the Secretary of the corporation shall be by hand or by certified or registered mail, return receipt requested. When corporate action is taken without a meeting by less than unanimous written consent, notice shall be given to those shareholders who have not consented in writing within ten (10) days after such action is taken. A shareholders' consent to action taken without meeting may be in electronic form and delivered by electronic means.

Notwithstanding the provisions of Section 55-7-04(d) of the General Statutes of North Carolina, the corporation is not required to give the shareholders written notice of the proposed action at least ten (10) days before the action is taken in the event that shareholder approval is required for (i) an amendment to the articles of incorporation; (ii) a plan of merger or share exchange; (iii) a plan of conversion; (iv) the sale, lease, exchange, or other disposition of all, or substantially all, of the corporation's property; or (v) a proposal for dissolution, and the approval is to be obtained through action without meeting.

11. The name and address of the incorporator is Merrill M. Mason, Wells Fargo Capitol Center, 150 Fayetteville Street, Suite 2300, Raleigh, Wake County, North Carolina 27601.

12. These Articles will be effective July 1, 2015.

This the 19th day of June, 2015.

A handwritten signature in black ink that reads "Merrill M. Mason". The signature is written in a cursive style with a horizontal line extending from the end of the name.

Merrill M. Mason, Incorporator