

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM442234

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>SEQUENCE:</b>	2		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Total Merchant Services, Inc.		06/29/2017	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Total Merchant Services, LLC		
<b>Street Address:</b>	21650 Oxnard Street, Suite 1200		
<b>City:</b>	Woodland Hills		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	91367		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86046926	GROOVV	
<b>Serial Number:</b>	86697104	GROOVV TERMINAL ONE	
<b>Registration Number:</b>	4805566	GROOVV	
<b>Registration Number:</b>	4714132	GROOVV	
<b>Serial Number:</b>	86158573	GROOVV	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Email:</b>	nkryzhan@honigman.com		
<b>Correspondent Name:</b>	Jennifer M. Hetu		
<b>Address Line 1:</b>	39400 Woodward Avenue, Suite 101		
<b>Address Line 4:</b>	Bloomfield Hills, MICHIGAN 48304-5151		
<b>ATTORNEY DOCKET NUMBER:</b>	221207-415968		
<b>NAME OF SUBMITTER:</b>	Nicole Kryzhan		
<b>SIGNATURE:</b>	/nicole kryzhan/		
<b>DATE SIGNED:</b>	09/07/2017		
<b>Total Attachments: 4</b>			

CH \$140.00 86046926

source=Certificate of Conversion for Total Merchant Services, Inc. to Total Merchant Services, LLC#page1.tif  
source=Certificate of Conversion for Total Merchant Services, Inc. to Total Merchant Services, LLC#page2.tif  
source=Certificate of Conversion for Total Merchant Services, Inc. to Total Merchant Services, LLC#page3.tif  
source=Certificate of Conversion for Total Merchant Services, Inc. to Total Merchant Services, LLC#page4.tif

# Delaware

The First State

Page 1

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 CORPORATION UNDER THE NAME OF "TOTAL MERCHANT SERVICES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "TOTAL MERCHANT SERVICES, INC." TO "TOTAL MERCHANT SERVICES, LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2017, AT 2:04 O`CLOCK P.M.



6289283 8100V  
SR# 20175021886

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202806344  
Date: 06-29-17

TRADEMARK  
REEL: 006148 FRAME: 0137

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:04 PM 06/29/2017  
FILED 02:04 PM 06/29/2017  
SR 20175021886 - File Number 6289283

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the corporation first formed is January 20, 2017.
4. The name of the Corporation immediately prior to filing this Certificate is Total Merchant Services, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Total Merchant Services, LLC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on this 27 day of June, 2017.

  
Edward Freedman, Authorized Signatory

# Delaware

The First State

Page 1

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 FORMATION OF "TOTAL MERCHANT SERVICES, LLC" FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JUNE, A.D. 2017, AT 2:04 O'CLOCK P.M.



*Jeffrey W. Bullock*  
Jeffrey W. Bullock, Secretary of State

6289283 8100V  
SR# 20175021886

Authentication: 202806344  
Date: 06-29-17

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TRADEMARK  
REEL: 006148 FRAME: 0139

CERTIFICATE OF FORMATION  
OF  
TOTAL MERCHANT SERVICES, LLC

1. The name of the limited liability company is Total Merchant Services, LLC.
2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, Delaware 19801, New Castle County. The name of its registered agent at such address is The Corporation Trust Company.
3. The term of the company shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Total Merchant Services, LLC this 27 day of June, 2017.

  
Edward Freedman, Authorized Person

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:04 PM 06/29/2017  
FILED 02:04 PM 06/29/2017  
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RECORDED: 09/07/2017

TRADEMARK  
REEL: 006148 FRAME: 0140