

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM745711

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/03/2021		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
KATALINA HOLDING COMPANY		12/03/2021	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Katalina Holding Company		
Street Address:	200 S. Biscayne Blvd		
City:	Miami		
State/Country:	FLORIDA		
Postal Code:	33131		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	5734191	BUBBIES	
Registration Number:	5470030	SPOILED TO PERFECTION	
Registration Number:	4670260	BUBBIES	
Registration Number:	6326963	TASTE THE CHUTZPAH!	
CORRESPONDENCE DATA			
Fax Number:	4154212922		
<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:	415-421-6500		
Email:	trademarks@sflaw.com		
Correspondent Name:	Cristina Rubke, Shartsis Friese LLP		
Address Line 1:	One Maritime Plaza, 18th Floor		
Address Line 4:	San Francisco, CALIFORNIA 94111		
ATTORNEY DOCKET NUMBER:	13202/006		
NAME OF SUBMITTER:	Cristina N. Rubke		
SIGNATURE:	/Cristina Rubke/		
DATE SIGNED:	08/03/2022		

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Total Attachments: 7

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Secretary of State
State of California

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Delaware

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"KATALINA HOLDING COMPANY" A CALIFORNIA CORPORATION,

WITH AND INTO "KATALINA HOLDING COMPANY" UNDER THE NAME OF "KATALINA HOLDING COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRD DAY OF DECEMBER, A.D. 2021, AT 12:06 O`CLOCK P.M.



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

6438058 8100M
SR# 20213970939

Authentication: 204858964
TRADEMARK
REEL: 007810 FRAME: 0619

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 12:05 PM 12/03/2021
 FILED 12:06 PM 12/03/2021
 SR 20213970939 - File Number 6438058

**CERTIFICATE OF OWNERSHIP AND MERGER
 PARENT INTO SUBSIDIARY
 Section 253**

MERGING

**KATALINA HOLDING COMPANY,
 a California corporation**

INTO

**KATALINA HOLDING COMPANY,
 a Delaware corporation**

Katalina Holding Company, a corporation organized and existing under the laws of the State of California (the "*Company*"),

DOES HEREBY CERTIFY:

FIRST: That the Company was organized pursuant to the provisions of the California Corporations Code (the "*California Code*"), on the 26th day of May, 1989.

SECOND: That the Company owns all of the outstanding shares of the capital stock of Katalina Holding Company, a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware on December 2, 2021 ("*Delaware Sub*").

THIRD: That the Company, by the following resolutions of its Board of Directors ("*Board*"), duly adopted by the written consent of the Board as of December 3, 2021, determined to merge itself into Delaware Sub:

"WHEREAS, the Company formed a Delaware corporation, named Katalina Holding Company, a Delaware corporation and wholly-owned by the Company ("*Delaware Sub*"), on December 2, 2021 by causing the filing of Delaware Sub's Certificate of Incorporation with the Delaware Secretary of State for the purpose of effecting a reincorporation of the Company as a Delaware corporation.

NOW, THEREFORE, BE IT RESOLVED: That the Board deems it to be in the best interest of the Company and its shareholders that the Company be merged with and into Delaware Sub (the "*Reincorporation*") pursuant to Section 1110 of the California Code, Section 253 of the General Company Law of the State of Delaware and Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, upon the terms and conditions set forth in that certain Agreement of Merger between the Company and Delaware Sub, substantially in the form provided to the Board (the "*Merger Agreement*"), whereby Merger Sub will be the surviving corporation (the "*Merger*").

RESOLVED FURTHER: That the Reincorporation be, and hereby is, approved in all respects.

RESOLVED FURTHER: That the form, terms and conditions of the Merger Agreement, together with such changes thereto as any officer of the Company (each, an "*Officer*" and collectively, the "*Officers*") may deem necessary and appropriate, be, and hereby are adopted and approved in all respects.

RESOLVED FURTHER: That Delaware Sub shall assume all of the assets, debts, obligations, and liabilities of the Company.

RESOLVED FURTHER: That at the effective time of the Merger, by virtue of the Merger and without any further action on the part of the Company, Delaware Sub or any of their respective shareholders: (i) each outstanding share of the Delaware Sub's capital stock held by the Company shall be canceled and retired and shall cease to exist; (ii) each outstanding share of the Company's stock shall be converted into and become the right to receive one share of Delaware Sub's stock of the same class with the same rights and privileges; and (iii) each outstanding option to purchase shares of the Company's stock shall be converted into and become an option to purchase the same amount shares of Delaware Sub's stock of the same class with the same rights and privileges, automatically with no further action by any party through the assumption of the Company's stock option plan by Delaware Sub.

RESOLVED FURTHER: That the Merger Agreement and the Reincorporation shall be submitted to the shareholders of the Company and be approved by the holders of at least a majority of the outstanding shares of each class of stock of the Company.

RESOLVED FURTHER: That upon such shareholders' approvals, the Secretary of the Company be and he hereby is authorized to prepare, execute and cause to be filed a Certificate of Ownership and Merger with the office of the Delaware Secretary of State and a certified copy thereof with the office of the Secretary of State of California.

RESOLVED FURTHER: That the Reincorporation shall be effective upon filing of such Certificate of Ownership and Merger with the Secretary of State of Delaware (the "*Effective Date*").

RESOLVED FURTHER: That the Officers of the Company, and any of them acting alone, be, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Company and in its name to take all such further actions and to execute, deliver and cause the performance of all such further documents, certificates, instruments, forms and notices as such Officers, or any of them, deem necessary, appropriate or advisable in order to carry out and perform the purposes of the foregoing resolutions."

FOURTH: The merger has been adopted and approved by the holders of at least a majority of the outstanding shares of each class of stock of the Company.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, the merger may be amended or terminated and abandoned by the Board of the Company at any time prior to the time that this Certificate of Ownership and Merger being filed with the Delaware Secretary of State becomes effective.

[Signature Page Follows]

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IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by an authorized officer this December 3, 2021.

KATALINA HOLDING COMPANY, a California corporation

By:

Name: John M. Gray

Title: President

A handwritten signature in cursive script, appearing to read "J M Gray, President", written over a horizontal line.

[Signature Page to Certificate of Ownership and Merger]

**TRADEMARK
REEL: 007810 FRAME: 0623**

D1681508

KATALINA HOLDING COMPANY

CA Entity Number – C1508837

REEL: 007810

TRADEMARK
REEL: 007810 FRAME: 0624



I hereby certify that the foregoing transcript of 6 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 14 2021

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A handwritten signature in cursive script, appearing to read "S. N. Weber".

SHIRLEY N. WEBER, Ph.D., Secretary of State