

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM847807

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
RESUBMIT DOCUMENT ID:	900797470		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VIVAQUANT, LLC		02/21/2018	Limited Liability Company:
RECEIVING PARTY DATA			
Name:	VIVAQUANT, INC.		
Street Address:	4339 Nancy Place		
City:	St. Paul		
State/Country:	MINNESOTA		
Postal Code:	55126		
Entity Type:	Corporation: MINNESOTA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	5200953	RHYTHM EXPRESS	
Registration Number:	4143334	VIVAQUANT	
Serial Number:	88063451	RX-1	
Serial Number:	88877296		
Serial Number:	90766627	RHYTHM ACCESS	
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:	6512592303		
Email:	ecurtin@ip-firm.com		
Correspondent Name:	CRAWFORD MAUNU PLLC		
Address Line 1:	1150 NORTHLAND DRIVE, SUITE 100		
Address Line 4:	St. Paul, MINNESOTA 55120		
ATTORNEY DOCKET NUMBER:	VIVA.001		
NAME OF SUBMITTER:	Eric J. Curtin		
SIGNATURE:	/Eric J. Curtin/		
DATE SIGNED:	10/23/2023		

Total Attachments: 8

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Office of the Minnesota Secretary of State Certificate of Conversion

I, Steve Simon, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 322C

Home Jurisdiction and Name of Converting Entity:

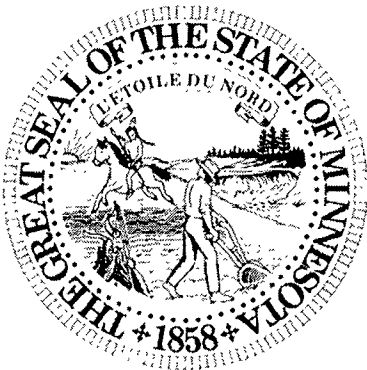
Minnesota: VivaQuant, LLC

After Conversion, Entity is governed by Minnesota Statutes, Chapter:
302A

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

Minnesota: VivaQuant, Inc.

This Certificate has been issued on: 02/21/2018



Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State Certificate of Incorporation

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

The business entity is now legally registered under the laws of Minnesota.

Name: VivaQuant, Inc.

File Number: 1002035500052

Minnesota Statutes, Chapter: 302A

This certificate has been issued on: 02/21/2018



Steve Simon

Steve Simon
Secretary of State
State of Minnesota




**ARTICLES OF CONVERSION
OF
VIVAQUANT, LLC**

THE UNDERSIGNED, an authorized officer of VivaQuant, LLC, a Minnesota limited liability company (the “Company”), hereby certifies as follows with respect to the conversion (the “Conversion”) of the Company into VivaQuant, Inc., a Minnesota corporation (the “Corporation”):

1. The Plan of Conversion, a copy of which is attached as Exhibit A and incorporated herein by reference, describes the terms and conditions of the Conversion.
2. The name of the converting organization immediately before the filing of these Articles is VivaQuant, LLC.
3. The name of the converted organization immediately following the filing of these Articles will be VivaQuant, Inc.
4. The converted organization will be a Minnesota corporation.
5. The Plan of Conversion has been approved by the Board of Governors and the members of the converting organization, pursuant to Section 302A.685 of the Minnesota Business Corporation Act.
6. A copy of the Articles of Incorporation of the converted organization is attached as Exhibit B and incorporated herein by reference.
7. The conversion shall be effective upon the filing of these Articles of Conversion.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Conversion as of February 21, 2018.

VIVAQUANT, LLC

DocuSigned by:

15FA7AB61852480

Brian Brockway, President

Exhibit A

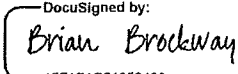
**PLAN OF CONVERSION
OF
VIVAQUANT, LLC**

The following Plan of Conversion of VivaQuant, LLC shall be effective (the "Effective Time") upon the filing of Articles of Conversion, accompanied by this Plan of Conversion and a copy of the Articles of Incorporation of VivaQuant, Inc., a Minnesota corporation, with the Secretary of State of the State of Minnesota (the "Conversion") pursuant to Section 302A.687 of the Minnesota Business Corporation Act:

1. The name of the converting organization is VivaQuant, LLC.
2. The name of the converted organization is VivaQuant, Inc.
3. The converted organization will be a Minnesota corporation.
4. The terms and conditions of the proposed conversion are as follows: The conversion will become effective on the date set forth in the Articles of Conversion. The existing governors of VivaQuant, LLC will become directors of VivaQuant, Inc. The existing managers of VivaQuant, LLC will become officers of VivaQuant, Inc.
5. The Operating Agreement of the Company, entered into as of December 1, 2014, as amended, will terminate and be of no further force or effect as of the Effective Time.
6. Each issued and outstanding common membership unit of VivaQuant, LLC shall be converted into a share of common stock of VivaQuant, Inc. Each Equity Appreciation Unit of VivaQuant, LLC shall be converted in the Conversion to an equal number of Equity Appreciation Shares VivaQuant, Inc.
7. The Corporation will be governed by the terms and conditions of the Articles of Incorporation of the Corporation and the Bylaws of the Corporation, each as amended from time to time, and the Minnesota Business Corporation Act. A copy of the Articles of Incorporation of the converted organization is attached as Exhibit B.

Dated: February 21, 2018

VivaQuant, LLC

DocuSigned by:

 By _____
 15FA7AB61852480...
 Brian Brockway
 Its: Chief Executive Officer

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Exhibit B

ARTICLES OF INCORPORATION

OF

VIVAQUANT, INC.

The undersigned, of full age, for the purpose of forming a corporation under and pursuant to the provisions of Chapter 302A, Minnesota Statutes and all amendments thereto (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the Corporation shall be: VivaQuant, Inc.

ARTICLE II.

REGISTERED OFFICE

The location and post office address of the Corporation's registered office in the State of Minnesota shall be 4339 Nancy Place, St. Paul, Minnesota 55126.

ARTICLE III.

INCORPORATOR

The name and address of the incorporator is as follows:

Zachary J. Robins
Winthrop & Weinstine, P.A.
Suite 3500
225 South Sixth Street
Minneapolis, MN 55402

ARTICLE IV.

CAPITAL STOCK

The Corporation is authorized to issue an aggregate of 15,000,000 shares of capital stock. Of these shares, 10,000,000 shares shall be voting common stock, and the par value of each share shall be \$0.01. The remaining 5,000,000 shares shall initially be undesignated and, with respect to those shares, the board of directors has the authority to designate more than one class and more than one series of shares and to fix the relative rights and preferences of any such different class or series.

ARTICLE V.

PURPOSES AND POWERS

The Corporation shall have general business purposes and shall possess all powers necessary to conduct any business in which it is authorized to engage, including but not limited

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to all those powers expressly conferred upon business corporations by the Act, as it may from time to time be amended, together with those powers implied therefrom.

ARTICLE VI.
DURATION

The Corporation shall have perpetual duration.

ARTICLE VII.
BOARD OF DIRECTORS; ELECTION OF DIRECTORS

The names of the members of the first board of directors are as follows:

Brian Brockway

Marina Brockway

ARTICLE VIII.
LIMITATION OF LIABILITY

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by Section 302A.251 of the Act, as the same may be amended or restated. If the Act is amended after this Article becomes effective to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX.
WRITTEN ACTION OF THE BOARD

Any action, other than an action requiring shareholder approval, required or permitted to be taken at a meeting of the board of directors of the Corporation, may be taken by a written action signed, or counterparts of a written action signed in the aggregate, or consented to by authenticated electronic communication, by the number of directors that would be required to take such action at a meeting of the board of directors at which all directors were present.

ARTICLE X.
PREEMPTIVE RIGHTS; CUMULATIVE VOTING

The shareholders of the Corporation shall not have preemptive rights to subscribe for or acquire securities or rights to purchase securities of any kind, class or series of the Corporation. The shareholders of the Corporation shall not have the right of cumulative voting.

ARTICLE XI.
DISSENTERS' RIGHTS: AMENDMENT OF ARTICLES OF INCORPORATION

Dissenters' rights of shareholders of the Corporation resulting from or arising out of an amendment to these Articles of Incorporation are hereby eliminated to the fullest extent permitted by Section 302A.471 of the Act, as the same may be amended or restated.

ARTICLE XII.
WRITTEN ACTION OF THE SHAREHOLDERS

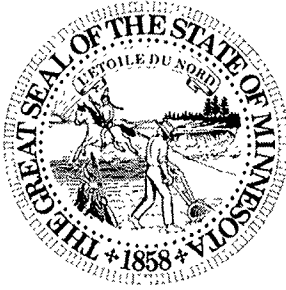
Any action required or permitted to be taken at a meeting of the shareholders may be taken by a written action signed, or counterparts of a written action signed in the aggregate, or consented to by authenticated electronic communication, by shareholders having voting power equal to the voting power that would be required to take the same action at a meeting of the shareholders at which all shareholders were present.

IN WITNESS WHEREOF, the undersigned has executed these Articles as of this 21st day of February, 2018.



Zachary J. Robins, Incorporator _____

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File Numbers

100203550003

1002035500052

3208376-2

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

2/21/2018 11:59:00 PM

Steve Simon

Steve Simon
Secretary of State