

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM325996

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
New-Cell, Inc.		10/09/2014	CORPORATION: WISCONSIN
RECEIVING PARTY DATA			
Name:	New-Cell, LLC		
Street Address:	450 Security Boulevard		
City:	Green Bay		
State/Country:	WISCONSIN		
Postal Code:	54313		
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	3119383	CELLCOM	
Registration Number:	3422482	MULTIRING	
Registration Number:	2649154	CLEARLY THE BEST	
Registration Number:	2490769	PERFECT CHOICE	
Registration Number:	2490770	PERFECT CHOICE TO GO	
Registration Number:	2492553	PERFECT CHOICE TO GO	
Registration Number:	2492552	PERFECT CHOICE	
Registration Number:	2497370	MULTIRING	
Registration Number:	2199260	LEADER OF THE PACK	
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>			
Email:	TLK@lcojlaw.com		
Correspondent Name:	Tori Lynne Kluess		
Address Line 1:	231 S. Adams Street		
Address Line 4:	Green Bay, WISCONSIN 54301		
NAME OF SUBMITTER:	Tori Lynne Kluess		
SIGNATURE:	/Tori Lynne Kluess/		
DATE SIGNED:	12/12/2014		

TRADEMARK

Total Attachments: 5

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source=Certificate of Conversion#page2.tif

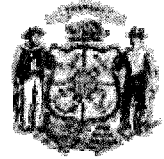
source=Certificate of Conversion#page3.tif

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Sec.179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5),
183.1207(3) & (5), Wis Stats.

State of Wisconsin
Department of Financial Institutions
Division of Corporate & Consumer Services



Certificate of Conversion

Converting Entity

Name: NEW-CELL, INC.
Org ID: N020366
Entity Type: Business Corporation
Jurisdiction: WI

Real Estate

Converting Entity Name	Does the entity have a fee simple ownership interest in any Wisconsin real estate immediately prior to the conversion?
NEW-CELL, INC.	Yes

Converted Entity

Name: New-Cell, LLC
Entity Type: Limited Liability Company
Jurisdiction: WI

Plan of Conversion

Plan Of Conversion

Articles/Certificate

Articles of Organization

Method Of Approval

The plan of conversion is approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

Registered Agent and Registered Office Address Before Conversion

ROBERT D. RIORDAN
450 SECURITY BLVD
GREEN BAY, WI 54313
United States of America

Registered Agent and Registered Office Address After Conversion

ROBERT D. RIORDAN

450 SECURITY BLVD.
GREEN BAY, WI 54313
United States of America

Drafter

This document is drafted by:
Attorney Robert M. Charles

Signature

Signature: Treasurer and CFO
Title: Mark Naze

Endorsement

Received Date: 10/9/2014 3:00:00 PM
Filed Date:10/10/2014
Filing Fee:\$150.00
Expedite Fee:\$25.00
Total Fee:\$175.00
Comments:

Certificate of Conversion, converting a WI domestic Corp (Chap 180) to a WI domestic LLC (Chap 183)
Name Change
Effective Date: October 31, 2014
OOS# 201410094021967 \$150.00 & \$25.00 Exp Fee

DO NOT STAPLE

Sec. 179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5) and
183.1207(3) & (5),
Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



PLAN OF CONVERSION

1. Before conversion:

Company Name: New-Cell, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WI</u> (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

2. After conversion:

Company Name: New-Cell, LLC

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>WI</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

3. The terms and conditions of the conversion.

The Class A and Class B shares of stock of New-Cell, Inc. shall be converted on a one to one basis to membership units (one class) in New-Cell, LLC. The membership units shall not be certificated.
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4. The manner and basis of converting the shares or other ownership interests of the business entity that is to be converted into shares or other ownership interests of the new form of business entity.

The Class A and Class B shares of stock of New-Cell, Inc. shall be converted on a one to one basis to membership units (one class) in New-Cell, LLC. The membership units shall not be certificated.

5. Other provisions relating to the conversion, as determined by the business entity.

N/A

6. (OPTIONAL) Effective Date and Time of Conversion

The effective date and time of conversion shall be 10/31/2014 (date) at 11:59 p.m. (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the business entity prior to conversion.)

7. The articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion is attached as Exhibit B. If converting the entity to another state or country, the governing document is not required.

(NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional)

(Attach the appropriate governing document after conversion as Exhibit B)

ARTICLES OF ORGANIZATION

Article 1. Name of the limited liability company: New-Cell, LLC
(Must end with "LLC" or contain other appropriate words or abbreviations. See sec. 183.0103, Wis. Stats.)

Article 2. The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.

Article 3. The management of the limited liability company shall be vested in:

a manager or managers **OR** Its members

Article 4. Name of the registered agent:

Robert D. Riordan

Article 5. Street address (in Wisconsin) of the registered office:

450 Security Blvd.
Green Bay, WI 54313