

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM546218

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Excite USA, LP		09/08/2017	Limited Partnership: TEXAS
RECEIVING PARTY DATA			
Name:	Excite USA, LLC		
Street Address:	4393 Sunbelt Drive		
City:	Addison		
State/Country:	TEXAS		
Postal Code:	75001		
Entity Type:	Limited Liability Company: TEXAS		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Serial Number:	88273078	POCKET GIANTS	
Registration Number:	1680466	SUPER SOUND	
Registration Number:	5455253	TRUEBALANCE	
Registration Number:	1387633	EXCITE	
Registration Number:	1984140	WATER WONDERS	
Registration Number:	1443375	EXCITE	
Registration Number:	1442932	EXCITE	
Registration Number:	3333157	EXCITE	
Registration Number:	2226285	EXCITE	
CORRESPONDENCE DATA			
Fax Number:	2147401499		
<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:	214-740-1474		
Email:	dmathes@bellnunnally.com		
Correspondent Name:	Danica L. Mathes		
Address Line 1:	2323 Ross Ave, Ste 1900		
Address Line 4:	Dallas, TEXAS 75201		
ATTORNEY DOCKET NUMBER:	10976.2		

CH \$240.00 88273078

NAME OF SUBMITTER:	Danica L. Mathes
SIGNATURE:	/Danica L. Mathes/
DATE SIGNED:	10/22/2019
Total Attachments: 5 source=Excite USA, LLC Certificate of Conversion_760791030002#page1.tif source=Excite USA, LLC Certificate of Conversion_760791030002#page2.tif source=Excite USA, LLC Certificate of Conversion_760791030002#page3.tif source=Excite USA, LLC Certificate of Conversion_760791030002#page4.tif source=Excite USA, LLC Certificate of Conversion_760791030002#page5.tif	

Form 642
(Revised 05/11)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512-463-5709

Filing Fee: See instructions



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use. **FILED**
In the Office of the
Secretary of State of Texas

SEP 08 2017

Certificate of Conversion
of a
Limited Partnership Converting
to a
Limited Liability Company

Corporations Section

Converting Entity Information

The name of the converting limited partnership is:
Excite USA, L.P.

The jurisdiction of formation of the limited partnership is: Texas

The date of formation of the limited partnership is: September 12, 2005

The file number, if any, issued to the limited partnership by the secretary of state is: 800543559

Converted Entity Information

The limited partnership named above is converting to a limited liability company. The name of the limited liability company is:

Excite USA, LLC

The limited liability company will be formed under the laws of: Texas

Plan of Conversion

The plan of conversion is attached.

If the plan of conversion is not attached, the following section must be completed.

Alternative Statements

In lieu of providing the plan of conversion, the converting limited partnership certifies that:

1. A signed plan of conversion is on file at the principal place of business of the limited partnership, the converting entity. The address of the principal place of business of the limited partnership is:

2315 Routh Street	Dallas	TX	USA	75201
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

2. A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

2315 Routh Street	Dallas	TX	USA	75201
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

3. A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

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Secretary of State

TRADEMARK
REEL: 006776 FRAME: 0956

Certificate of Formation for the Converted Entity

If the converted entity is a Texas limited liability company, the certificate of formation of the Texas limited liability company must be attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

Attached hereto is a certificate from the comptroller of public accounts that certifies that the converting entity is in good standing for purposes of conversion.

In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date: September 1, 2017

Excite USA, L.P.
By: Excite GP, LLC
Its: General Partner

Signature of authorized person (see instructions)

By: Bradley D. Berkley
Printed or typed name of authorized person
Manager of the General Partner

SEP 08 2017

CERTIFICATE OF FORMATION

OF

Corporations Section

EXCITE USA, LLC

The undersigned, acting as the sole organizer of a limited liability company under the Texas Business Organizations Code (the "*TBOC*"), does hereby adopt the following Certificate of Formation of Excite USA, LLC (the "*Company*"):

Article 1 – Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is Excite USA, LLC.

Article 2 – Registered Agent and Registered Office

The initial registered agent is an individual resident of the State of Texas whose name is set forth below:

Bradley D. Berkley

The business address of the registered agent and the registered office of the Company is 2315 Routh Street, Dallas, TX 75201.

Article 3 – Governing Authority

The Company will have managers. The name and address of the initial manager are:

<u>Name</u>	<u>Address</u>
Bradley D. Berkley	2315 Routh Street Dallas, TX 75201

Article 4 – Purpose

The purpose for which the Company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the TBOC.

Article 5 – Indemnification and Advance of Expenses

The Company shall indemnify and/or advance expenses to a Person (as defined in the TBOC) who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the Person (i) is or was a Manager or officer of the Company, or (ii) while serving as a Manager or officer of the Company, is or was serving at the request of the Company as a Manager, officer, member, director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent provided by, and in accordance with the procedures set forth in, Chapter 8 and Sections 101.401 and 101.402 of the TBOC and any other applicable laws; provided, however, that Chapter 8 of the TBOC shall be modified in the following respects as applied to the Company:

- A. Indemnification of any Person who has satisfied the standard of conduct set forth in Section 8.101 of the TBOC shall be mandatory rather than optional. The determination under Section 8.103 of the TBOC that the Person satisfies the standard under Section 8.101(a)(1) of the TBOC shall also constitute authorization of indemnification under Section 8.101(a)(3) of the TBOC.
- B. Advancement of expenses to a Person who has satisfied the requirements of Section 8.104 of the TBOC shall be mandatory rather than optional.
- C. Payment or reimbursement of expenses to a Person pursuant to Section 8.106 of the TBOC in connection with his appearance as a witness or other participation in a proceeding shall be mandatory rather than optional.
- D. The rights conferred in this Article 5 shall not be exclusive of any other right which any Person may have or hereafter acquire under any statute, regulation, Company Agreement (as defined in Section 101.001 of the TBOC), resolution of Members or Managers, agreement, or otherwise. In the event of a conflict between the Company Agreement and this Article 5, the Company Agreement shall control.

Subject to Section 8.151 of the TBOC, the Company may purchase and maintain insurance or another arrangement on behalf of any Person who is or was a Manager, Member, employee, agent or other Person identified in Article 5 against any liability asserted against him or incurred by him in such a capacity or arising out of his status as such a Person, whether or not the Company would have the power to indemnify him against that liability under Article 5 or otherwise.

The Company shall have no obligation to fund indemnification of any Person to the extent the liability is covered by insurance. The Company's obligation to fund indemnification of any Person shall commence only after all available insurance has been exhausted.

Supplemental Provisions/Information

The Company is being formed pursuant to a plan of conversion under which Excite USA, L.P. (the "**Converting Entity**"), is being converted to the Company.

The name, address, form of organization of the Converting Entity and its date of formation and jurisdiction of formation are as follows:

Name – Excite USA, L.P.
 Address – 2315 Routh Street
 Dallas, TX 75201
 Prior Form of Organization – Limited Partnership
 Date of Formation – September 12, 2005
 Jurisdiction of Formation – Texas

Organizer

The name and address of the organizer are as set forth below:

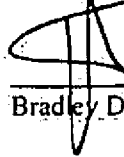
<u>Name</u>	<u>Address</u>
Bradley D. Berkley	2315 Routh Street Dallas, TX 75201

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment.

Signed on the 7th day of September, 2017.

SOLE ORGANIZER:



Bradley D. Berkley