

922944

OFFICE OF SECRETARY OF STATE OF FLORIDA
CORPORATIONS DIVISION

In re: Trademark Registration of
Southeast Toyota Distributors, LLC

Mark: **TLC TENDER LOVING CARE**

Registration No.: 922944

Registration Date: September 3, 1980

Attorney Ref. No.: 020007.00033

Office of Secretary of State of Florida
Corporations Division
P.O. Box 6327
Tallahassee, Florida 32314

FILED
01 JAN 18 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COMMUNICATION

Dear Sir or Madam:

Please find attached herewith;

A Conversion Form Reflecting the Conversion of Southeast Toyota Distributors, Inc. to
Southeast Toyota Distributors, LLC;

A copy of the Certificate of Conversion of Southeast Toyota Distributors, LLC;

A copy of the Certificate of Formation of Southeast Toyota Distributors, LLC;

A check in the amount of \$50 to cover filing fees; and

A post card to stamp with the filing date.

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-01/18/01--01017--027
*****50.00 *****50.00

Respectfully submitted,

Arent Fox Kintner Plotkin & Kahn, PLLC

Date: 1/8/01

ASSIGNMENT

Name	922944
Availability	
Document Examiner	NJC
Updater	NJC
Updater Verifier	NJC
Acknowledgement	NJC
W. P. Verifier	NJC

David C. Gryce
1050 Connecticut Avenue, N.W.
Washington, D.C. 20036
Attorney for Registrant Southeast Toyota
Distributors, LLC (formerly Southeast Toyota
Distributors, Inc.)
202/857-6000

*This form is being used to record the
conversion of Southeast Toyota Distributors, Inc. to
Southeast Toyota Distributors, LLC

***ASSIGNMENT OF MARK REGISTRATION**

1. The mark to be assigned is: TLC TENDER LOVING CARE

Registration Number: 922944

2. ASSIGNOR:
Name: Southeast Toyota Distributors, Inc.

If Assignor is a corporation, the state in which incorporated & FL registration Number: Delaware 922944

Address: 100 N.W. 12th Avenue

City: Deerfield Beach State/Zip: Florida 33443

3. ASSIGNEE:
Name: Southeast Toyota Distributors, LLC

If Assignee is a corporation, the state in which incorporated & FL registration number: 922944 / Delaware

Address: 100 N.W. 12th Avenue

City: Deerfield Beach State/Zip: Florida 33443

4. All right, title and interest in and to said mark, together with the good will of the business in which the mark is used (or that part of the good will of the business connected with the use of the mark) is hereby assigned by Southeast Toyota Distributors, Inc. to
(the Assignor)

Southeast Toyota Distributors, LLC as a result of the conversion reflected in
(the Assignee) in the attached Certificate from the
State of Delaware.

[Signature]
(Assignor's Signature)

(Assignee's Signature)

By L. Taylor Ward, III
(Typed or Printed Name of Person
Signing Above)

By _____
(Typed or Printed Name of Person
Signing Above)

On this 20th day of December, 2000, L. Taylor Ward, III
personally appeared before me,

☒ who is personally known to me ☐ whose identity I proved on the basis of _____

 Michelle M. Coyne
My Commission CC937475
(Notary Seal) Expires May 20, 2004

Michelle M. Coyne
Signature of Notary Public

Instructions: The assignment must be signed by both the assignee and the assignor. If a corporation, an officer of the corporation must sign. Both the assignee's and the assignor's signature must be acknowledged before a Notary Public. If you need assistance, call the Registration Section at (850) 487-6051.

FILING FEE: \$50
Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

State of Delaware
Office of the Secretary of State

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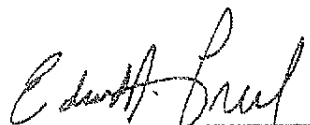
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "SOUTHEAST TOYOTA DISTRIBUTORS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "SOUTHEAST TOYOTA DISTRIBUTORS, INC." TO "SOUTHEAST TOYOTA DISTRIBUTORS, LLC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2000, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF MAY, A.D. 2000.



0721130 8100V

001263837


Edward J. Freel, Secretary of State

AUTHENTICATION: 0458051

DATE: 05-24-00

**CERTIFICATE OF CONVERSION TO LIMITED LIABILITY COMPANY
OF
SOUTHEAST TOYOTA DISTRIBUTORS, INC.
TO
SOUTHEAST TOYOTA DISTRIBUTORS, LLC**

This Certificate of Conversion to Limited Liability Company, dated as of May 24, 2000, is being duly executed and filed by Southeast Toyota Distributors, Inc., a Delaware corporation (the "Company"), and L. Taylor Ward, III, as an authorized person of Southeast Toyota Distributors, LLC, a Delaware limited liability company (the "LLC"), to convert the Company to the LLC, under the Delaware Limited Liability Company Act (6 Del. C. § 18-101 et seq.) and the General Corporation Law of the State of Delaware (8 Del. C. § 101, et seq.) (the "GCL").

1. The Company's name when it was originally incorporated and as set forth in its Certificate of Incorporation immediately prior to the filing of this Certificate of Conversion to Limited Liability Company was Southeast Toyota Distributors, Inc.

2. The Company filed its original certificate of incorporation with the Secretary of State of the State of Delaware and was first incorporated on July 17, 1969, in the State of Delaware, and was incorporated in the State of Delaware immediately prior to the filing of this Certificate of Conversion to Limited Liability Company.

3. The name of the LLC into which the Company shall be converted as set forth in its certificate of formation is Southeast Toyota Distributors, LLC.

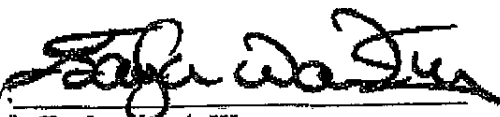
4. The conversion of the Company to the LLC has been approved in accordance with the provisions of Sections 228 and 266 of the GCL.

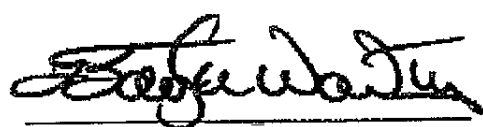
5. The conversion of the Company to the LLC shall be effective on May 31, 2000.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Conversion to Limited Liability Company as of the date first-above written.

SOUTHEAST TOYOTA DISTRIBUTORS, INC.

By:


L. Taylor Ward, III
Vice President and
General Counsel


L. Taylor Ward, III
Authorized Person of LLC

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 01:00 PM 05/24/2000
001263837 - 0721130

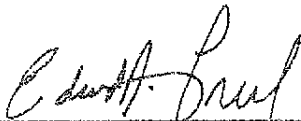
State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, 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 "SOUTHEAST TOYOTA DISTRIBUTORS, LLC." FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MAY, A.D. 2000, AT 1 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF MAY, A.D. 2000.




Edward J. Freel, Secretary of State

AUTHENTICATION:

0721130 8100V

DATE: 0458051

001263837

05-24-00

CERTIFICATE OF FORMATION
OF
SOUTHEAST TOYOTA DISTRIBUTORS, LLC

This Certificate of Formation of Southeast Toyota Distributors, LLC (the "Company"), dated as of May 24, 2000, has been duly executed and is being filed by L. Taylor Ward, III, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del.C. §18-101, et seq.).

FIRST. The name of the limited liability company formed hereby is Southeast Toyota Distributors, LLC.

SECOND. The address of the registered office of the Company in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

THIRD. The name and address of the registered agent for service of process on the Company in the State of Delaware are The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

FOURTH. This Certificate of Formation shall be effective on May 31, 2000.

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Formation as of the date first above written.



L. Taylor Ward, III
Authorized Person