

ESTTA Tracking number: **ESTTA965746**

Filing date: **04/09/2019**

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE  
BEFORE THE TRADEMARK TRIAL AND APPEAL BOARD

Proceeding	92065427
Party	Plaintiff PEI Licensing, Inc.
Correspondence Address	STEPHANIE L CRIGLER NORVELL IP LLC PO BOX 2461 CHICAGO, IL 60690 UNITED STATES officeactions@norvellip.com, scrigler@norvellip.com, tmonagan@norvellip.com, jnorvell@norvellip.com 773-966-2730
Submission	Motion to Join/Substitute Party
Filer's Name	Monica Gutierrez
Filer's email	officeactions@norvellip.com, jnorvell@norvellip.com, tmonagan@norvellip.com, asimmons@norvellip.com, mgutierrez@norvellip.com, cbfels@debevoise.com, dhbernstein@debevoise.com, csford@debevoise.com, trade-marks@debevoise.com
Signature	/Monica Gutierrez/
Date	04/09/2019
Attachments	190409 Motion to Substitute w Exhibit.pdf(519434 bytes )

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE BEFORE THE  
TRADEMARK TRIAL AND APPEAL BOARD

In re Registration Nos. 4,209,005 and 4,209,004  
Registered: September 18, 2012



Mark: VERA CUBA and

PEI LICENSING, LLC, )  
(formerly PEI LICENSING, INC.) )  
 )  
Petitioner, )  
 )  
v. )  
 )  
HAVANA CLUB HOLDING, S.A., )  
 )  
Registrant. )

Cancellation No. 92065427

**MOTION FOR SUBSTITUTION DUE TO CORPORATE CONVERSION OF  
PETITIONER PEI LICENSING, INC. TO PEI LICENSING, LLC**

Pursuant to TBMP Rule 512.02, Petitioner PEI Licensing, LLC (formerly PEI Licensing, Inc.) hereby moves to substitute PEI Licensing, LLC for PEI Licensing, Inc. in this Cancellation Action due to the corporate conversion of PEI Licensing, Inc. to PEI Licensing, LLC on October 22, 2018, as reflected in the corporate conversion documents attached hereto as Exhibit A.

Respectfully submitted,

PEI LICENSING, LLC

Dated: April 9, 2019

By: /s/ Monica Gutierrez  
Joseph V. Norvell  
Tom Monagan  
Angela Simmons  
Monica Gutierrez  
NORVELL IP LLC  
P.O. Box 2461  
Chicago, Illinois 60690

Telephone: (888) 315-0732  
officeactions@norvellip.com

Attorneys for  
PEI LICENSING, LLC

## CERTIFICATE OF SERVICE

I hereby certify that a true and complete copy of the **MOTION FOR SUBSTITUTION DUE TO CORPORATE CONVERSION OF PETITIONER PEI LICENSING, INC. TO PEI LICENSING, LLC** has been filed via the Trademark Trial and Appeal Board's Electronic System for Trademark Trial and Appeals (ESTTA) on April 9, 2019, and will be served upon counsel of record for Registrant via email at the following email addresses:

David Bernstein, Esq.  
Christopher Ford, Esq.  
DEBEVOISE & PLIMPTON LLP  
919 3<sup>rd</sup> Ave.  
New York, New York 10022  
[dhbernstein@debevoise.com](mailto:dhbernstein@debevoise.com)  
[csford@debevoise.com](mailto:csford@debevoise.com)  
[trademarks@debevoise.com](mailto:trademarks@debevoise.com)

Dated: April 9, 2019

By: /s/ Monica Gutierrez

# EXHIBIT A

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM494842

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PEI Licensing, Inc.		10/22/2018	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	PEI Licensing, LLC
<b>Street Address:</b>	3000 NW 107th Avenue
<b>Internal Address:</b>	Attn: Legal Department
<b>City:</b>	Miami
<b>State/Country:</b>	FLORIDA
<b>Postal Code:</b>	33172
<b>Entity Type:</b>	Limited Liability Company: DELAWARE

## PROPERTY NUMBERS Total: 310

Property Type	Number	Word Mark
Serial Number:	87274404	CUBAVERA
Serial Number:	86856792	MILLER'S OUTPOST
Serial Number:	87580246	
Serial Number:	73333569	GOTCHA
Serial Number:	88098636	GRAND SLAM
Serial Number:	73164596	
Serial Number:	75731528	+ GUARD
Serial Number:	77353660	2W 2 WAY STRETCH
Serial Number:	77640715	
Serial Number:	87560344	360 PE
Serial Number:	77119699	360°
Serial Number:	78158883	360°
Serial Number:	74473873	360° PERRY ELLIS
Serial Number:	85204677	360° PERRY ELLIS
Serial Number:	77374640	
Serial Number:	78975440	
Serial Number:	85166877	
Serial Number:	85174948	

CH \$7765.00 87274404

Property Type	Number	Word Mark
Serial Number:	85826054	
Serial Number:	86104021	
Serial Number:	87010392	
Serial Number:	87109806	
Serial Number:	78975441	
Serial Number:	77359067	A
Serial Number:	77359072	A
Serial Number:	77374580	AN ORIGINAL PENGUIN
Serial Number:	85162396	AN ORIGINAL PENGUIN BY MUNSINGWEAR
Serial Number:	85162707	AN ORIGINAL PENGUIN BY MUNSINGWEAR
Serial Number:	85476255	AN ORIGINAL PENGUIN BY MUNSINGWEAR
Serial Number:	85668368	AN ORIGINAL PENGUIN BY MUNSINGWEAR
Serial Number:	86104024	AN ORIGINAL PENGUIN BY MUNSINGWEAR
Serial Number:	87010400	AN ORIGINAL PENGUIN BY MUNSINGWEAR
Serial Number:	87109797	AN ORIGINAL PENGUIN BY MUNSINGWEAR
Serial Number:	87514672	AN ORIGINAL PENGUIN BY MUNSINGWEAR
Serial Number:	77139980	AN ORIGINAL PENGUIN BY MUNSINGWEAR
Serial Number:	86104025	AN ORIGINAL PENGUIN BY MUNSINGWEAR
Serial Number:	73820411	ANCHOR BLUE
Serial Number:	75078622	ANCHOR BLUE
Serial Number:	75298813	ANCHOR BLUE
Serial Number:	77402624	ANCHORBLUE
Serial Number:	77257474	AXIS MODERN COAST
Serial Number:	86826241	
Serial Number:	75369638	AXIST
Serial Number:	78715450	AXIST
Serial Number:	85825405	AXIST
Serial Number:	78106200	B H
Serial Number:	86094886	BE AN ORIGINAL
Serial Number:	73237228	BEN HOGAN
Serial Number:	85660796	BEN HOGAN
Serial Number:	85946689	BEN HOGAN
Serial Number:	86420860	BEN HOGAN
Serial Number:	86407292	BEN HOGAN PERFORMANCE
Serial Number:	77679813	BEN HOGAN
Serial Number:	78180371	BEN HOGAN
Serial Number:	78180395	BEN HOGAN
Serial Number:	78191480	BEN HOGAN

Property Type	Number	Word Mark
Serial Number:	86034756	BEN HOGAN
Serial Number:	86461171	BH
Serial Number:	87943528	BH
Serial Number:	77679832	BH
Serial Number:	78185465	BH
Serial Number:	78362163	B H
Serial Number:	86033297	BH
Serial Number:	78442155	BIG BEN
Serial Number:	86206664	BIG BEN
Serial Number:	86206662	BIG BEN TOUR
Serial Number:	77863134	BIKINI LOVE
Serial Number:	77880258	BLUE FRIDAY
Serial Number:	74183438	BOSTON BAY
Serial Number:	78507048	C · S3
Serial Number:	77214905	CAFÉ LUNA
Serial Number:	85135842	CAFÉ LUNA
Serial Number:	77257953	CENTRO
Serial Number:	85268636	CHISPA
Serial Number:	85279263	CHISPA
Serial Number:	86813312	
Serial Number:	74228757	CLEAN WATER
Serial Number:	86635752	COASTAL ZONE
Serial Number:	76447289	COOLPLAY
Serial Number:	77766827	CRUSH PROOF
Serial Number:	75774687	CUBAVERA
Serial Number:	77771274	CUBAVERA
Serial Number:	85493623	CUBAVERA
Serial Number:	86424546	CUBAVERA
Serial Number:	87218041	CUBAVERA
Serial Number:	87321995	CUBAVERA
Serial Number:	87352183	CUBAVERA
Serial Number:	75829205	CUBAVERA
Serial Number:	87451553	CUBAVERA
Serial Number:	77530989	CURVALLURE
Serial Number:	77669235	CURVALLURE
Serial Number:	77983340	CURVALLURE
Serial Number:	77820831	DARE TO COMPARE
Serial Number:	78806806	DEEP DYE



Property Type	Number	Word Mark
Serial Number:	86875111	DENIM WITH BENEFITS
Serial Number:	71573128	
Serial Number:	76261681	DRY KNIT DYNAMICS
Serial Number:	77395901	ECO-DYNAMICS
Serial Number:	77247531	ECO-START
Serial Number:	77472427	ELLAVIE
Serial Number:	77472431	ELLAVIE
Serial Number:	77353677	ERGOFIT
Serial Number:	76190455	EXECUTIVE KHAKIS
Serial Number:	72275043	F
Serial Number:	71612900	FARAH
Serial Number:	73028001	FARAH
Serial Number:	73444441	FARAH
Serial Number:	87306932	
Serial Number:	73702436	
Serial Number:	85016096	FRESH PAINT
Serial Number:	85933768	GET WET. GET MUDDY. GET SEEN.
Serial Number:	75267265	GIRL STAR
Serial Number:	74608248	
Serial Number:	73512569	GOTCHA
Serial Number:	73595971	GOTCHA
Serial Number:	87306682	GOTCHA
Serial Number:	85174652	GOTCHA
Serial Number:	85174669	GOTCHA
Serial Number:	71689296	GRAND SLAM
Serial Number:	73594637	GRAND SLAM
Serial Number:	78596015	
Serial Number:	72314899	GRAND-SLAM
Serial Number:	86162778	GSX BY GRAND SLAM
Serial Number:	86359235	HARPER + LIV
Serial Number:	85852802	HAVANERA
Serial Number:	86971256	HAVANERA
Serial Number:	87322002	HAVANERA
Serial Number:	85835252	HAVANERA
Serial Number:	85903886	HOGAN EDGE
Serial Number:	85903895	HOGAN LEGEND
Serial Number:	78180398	HOGAN
Serial Number:	86977271	IT FITS

Property Type	Number	Word Mark
Serial Number:	71548083	JANTZEN
Serial Number:	72239150	JANTZEN
Serial Number:	75022473	JANTZEN
Serial Number:	78190814	JANTZEN RUBY
Serial Number:	73008672	JOHN HENRY
Serial Number:	78175604	JOHN HENRY
Serial Number:	85250322	JOHN HENRY
Serial Number:	73009623	KANGAROO
Serial Number:	72442607	
Serial Number:	74452843	LAUNDRY
Serial Number:	77079144	LAUNDRY BY DESIGN
Serial Number:	87063448	LAUNDRY BY DESIGN
Serial Number:	87147450	LAUNDRY BY DESIGN
Serial Number:	88093913	LAUNDRY BY DESIGN
Serial Number:	76058921	LAUNDRY BY SHELLI SEGAL
Serial Number:	76976283	LAUNDRY BY SHELLI SEGAL
Serial Number:	78479532	LAUNDRY BY SHELLI SEGAL
Serial Number:	78976806	LAUNDRY BY SHELLI SEGAL
Serial Number:	78977084	LAUNDRY BY SHELLI SEGAL
Serial Number:	85326122	LAUNDRY BY SHELLI SEGAL
Serial Number:	85531801	LAUNDRY BY SHELLI SEGAL
Serial Number:	85668382	LAUNDRY BY SHELLI SEGAL
Serial Number:	85978815	LAUNDRY BY SHELLI SEGAL
Serial Number:	85979706	LAUNDRY BY SHELLI SEGAL
Serial Number:	86048642	LAUNDRY BY SHELLI SEGAL
Serial Number:	86235485	LAUNDRY BY SHELLI SEGAL
Serial Number:	86418215	LAUNDRY BY SHELLI SEGAL
Serial Number:	87063451	LAUNDRY BY SHELLI SEGAL
Serial Number:	87148175	LAUNDRY BY SHELLI SEGAL
Serial Number:	87279903	LAUNDRY BY SHELLI SEGAL
Serial Number:	87977683	LAUNDRY BY SHELLI SEGAL
Serial Number:	88098784	LAUNDRY BY SHELLI SEGAL
Serial Number:	77184592	LBD
Serial Number:	77184669	LBD
Serial Number:	77194571	LBD LAUNDRY BY DESIGN
Serial Number:	86857482	
Serial Number:	87352179	
Serial Number:	77703688	LEGEND

Property Type	Number	Word Mark
Serial Number:	85822377	LIFE, LEVITY AND THE PURSUIT OF...
Serial Number:	74647758	LINKS EDITION
Serial Number:	77464762	
Serial Number:	78494509	LITTLE BEN
Serial Number:	87809018	LOVE THE SHAPE YOU'RE IN
Serial Number:	78693867	LUSTER WASH
Serial Number:	73793351	M MILLERS OUTPOST
Serial Number:	85877234	MANHATTAN
Serial Number:	87453183	MANHATTAN
Serial Number:	86020014	MCD
Serial Number:	86023854	MCD
Serial Number:	85919121	MEDALLION
Serial Number:	74355092	
Serial Number:	74355709	
Serial Number:	87438508	MILLERS OUTPOST
Serial Number:	73143127	MILLER'S OUTPOST
Serial Number:	87397815	MOJITOMIX
Serial Number:	85358043	MONDO DI MARCO
Serial Number:	71535068	MUNSINGWEAR
Serial Number:	74384295	MUNSINGWEAR
Serial Number:	74075087	NATURAL ISSUE
Serial Number:	85594218	OKC ORIGINAL KHAKI CO.
Serial Number:	71548082	
Serial Number:	86037884	ONLY THE BEST
Serial Number:	85594222	ORIGINAL KHAKI CO.
Serial Number:	85594221	ORIGINAL KHAKI COMPANY
Serial Number:	87521672	ORIGINAL PENGUIN
Serial Number:	77373863	ORIGINAL PENGUIN BY MUNSINGWEAR
Serial Number:	85069700	ORIGINAL PENGUIN BY MUNSINGWEAR
Serial Number:	85826140	ORIGINAL PENGUIN BY MUNSINGWEAR
Serial Number:	75844963	P
Serial Number:	85298755	P
Serial Number:	85389231	P
Serial Number:	85392146	P
Serial Number:	85132134	PE
Serial Number:	85132245	PE
Serial Number:	85132270	PE
Serial Number:	76301300	PENGUIN

Property Type	Number	Word Mark
Serial Number:	85162406	PENGUIN
Serial Number:	72039655	
Serial Number:	73049330	
Serial Number:	85840170	PEONY
Serial Number:	86573989	PEONY AND ME
Serial Number:	78161556	PERRY
Serial Number:	73179563	PERRY ELLIS
Serial Number:	73538216	PERRY ELLIS
Serial Number:	73601579	PERRY ELLIS
Serial Number:	73601580	PERRY ELLIS
Serial Number:	73601581	PERRY ELLIS
Serial Number:	74166078	PERRY ELLIS
Serial Number:	74217602	PERRY ELLIS
Serial Number:	76390200	PERRY ELLIS
Serial Number:	77138244	PERRY ELLIS
Serial Number:	77550945	PERRY ELLIS
Serial Number:	78376195	PERRY ELLIS
Serial Number:	78474026	PERRY ELLIS
Serial Number:	86554812	PERRY ELLIS
Serial Number:	86695432	PERRY ELLIS
Serial Number:	87117855	PERRY ELLIS
Serial Number:	87396488	PERRY ELLIS
Serial Number:	78644687	PERRY ELLIS 18
Serial Number:	86623527	PERRY ELLIS 360
Serial Number:	75132833	PERRY ELLIS AMERICA
Serial Number:	77846672	PERRY ELLIS AMERICA
Serial Number:	78376462	PERRY ELLIS AMERICA
Serial Number:	87523031	PERRY ELLIS AMERICA
Serial Number:	87528891	PERRY ELLIS AMERICA
Serial Number:	76260543	PERRY ELLIS AMERICA & MORE
Serial Number:	78124741	PERRY ELLIS COTTONS
Serial Number:	86527468	PERRY ELLIS OUD BLACK VANILLA ABSOLUTE
Serial Number:	86527464	PERRY ELLIS OUD SAFFRON ROSE ABSOLUTE
Serial Number:	86527466	PERRY ELLIS OUD VETIVER ROYALE ABSOLUTE
Serial Number:	86655149	PERRY ELLIS PERFORMANCE
Serial Number:	74178252	PERRY ELLIS PORTFOLIO
Serial Number:	76198049	PERRY ELLIS PORTFOLIO
Serial Number:	77380321	PERRY ELLIS PORTFOLIO

Property Type	Number	Word Mark
Serial Number:	77515724	PERRY ELLIS PORTFOLIO
Serial Number:	78269466	PERRY ELLIS PORTFOLIO
Serial Number:	85204661	PERRY ELLIS PORTFOLIO
Serial Number:	85380634	PERRY ELLIS PORTFOLIO
Serial Number:	86235487	PERRY ELLIS PORTFOLIO
Serial Number:	87010869	PERRY ELLIS PORTFOLIO
Serial Number:	87064304	PERRY ELLIS PORTFOLIO
Serial Number:	87117853	PERRY ELLIS PORTFOLIO
Serial Number:	87689350	PERRY ELLIS PORTFOLIO
Serial Number:	86213268	
Serial Number:	76285155	
Serial Number:	87063446	PLATINUM LAUNDRY BY SHELLI SEGAL
Serial Number:	72275042	F
Serial Number:	77162707	PORTFOLIO
Serial Number:	77710150	PORTFOLIO
Serial Number:	78622721	PP2 BY PRO PLAYER
Serial Number:	77139599	PREMILUX
Serial Number:	78325967	PRO PLAYER
Serial Number:	85380636	PRO PLAYER
Serial Number:	86352195	PRO PLAYER
Serial Number:	87582144	PRO PLAYER LEGACY COLLECTION
Serial Number:	75183144	RAFAELLA
Serial Number:	86424834	RAFAELLA
Serial Number:	87203268	RAFAELLA
Serial Number:	87257438	RAFAELLA
Serial Number:	87307183	RAFAELLA
Serial Number:	87399384	RAFAELLA
Serial Number:	87519276	RAFAELLA
Serial Number:	77353640	RAFAELLA FORM + FUNCTION
Serial Number:	86977270	RAFAELLA IT FITS
Serial Number:	85934253	RAFAELLA SPORT
Serial Number:	86448455	RAFAELLA STUDIO
Serial Number:	87534169	RAFAELLA STUDIO
Serial Number:	86044496	RAFAELLA
Serial Number:	77353652	RAFAELLA WKND
Serial Number:	74153665	REDSAND
Serial Number:	78487266	REDSAND
Serial Number:	78486800	

Property Type	Number	Word Mark
Serial Number:	73287182	ROYAL PALM
Serial Number:	75976537	SAVANE
Serial Number:	87451014	SAVANE
Serial Number:	78719788	SAVANE SELECT EDITION
Serial Number:	74511658	
Serial Number:	76421711	
Serial Number:	77829106	SOLERO
Serial Number:	77352309	SOUTH POINT
Serial Number:	85714015	SPIRITED
Serial Number:	86691553	SUITCASE 2 SUNSET
Serial Number:	85863217	SUPREME PERKS
Serial Number:	77935974	TAHOE RIVER
Serial Number:	85899100	TAHOE RIVER OUTFITTERS
Serial Number:	77782273	TAILORED 2 U
Serial Number:	77366730	TAKEN
Serial Number:	75908374	TECHWORKS
Serial Number:	85043120	THE ABBOT PEDERSON COLLECTION
Serial Number:	78181093	THE HAVANERA CO.
Serial Number:	77936785	TR
Serial Number:	77673433	TRAVEL INTELLIGENCE
Serial Number:	78494940	TRAVEL-LUXE
Serial Number:	87224721	TRAVEL-LUXE
Serial Number:	75067725	TRIM SWIM
Serial Number:	86032087	ULTRA SERIES
Serial Number:	77381783	UNCHAINED
Serial Number:	86168201	YOU'LL LOVE THE WAY IT FITS

**CORRESPONDENCE DATA**

**Fax Number:** 2124512222

*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.*

**Phone:** 212.451.2300

**Email:** mgrieco@olshanlaw.com

**Correspondent Name:** Olshan Frome Wolosky LLP

**Address Line 1:** 1325 Avenue of the Americas

**Address Line 2:** Attn: Mary L. Grieco

**Address Line 4:** New York, NEW YORK 10019

**NAME OF SUBMITTER:** Mary L. Grieco

**SIGNATURE:** /mary grieco/

<b>DATE SIGNED:</b>	10/22/2018
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**Total Attachments: 4**  
source=Conversion to LLC#page1.tif  
source=Conversion to LLC#page2.tif  
source=Conversion to LLC#page3.tif  
source=Conversion to LLC#page4.tif

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, 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 "PEI LICENSING, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "PEI LICENSING, INC." TO "PEI LICENSING, LLC", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2018, AT 8:52 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

3514450 8100V  
SR# 20187241941

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203651483  
Date: 10-22-18

**TRADEMARK**  
**REEL: 006471 FRAME: 0250**



CERTIFICATE OF CONVERSION

OF

PEI LICENSING, INC.

(a Delaware corporation)

to

PEI LICENSING, LLC

(a Delaware limited liability company)

---

*Pursuant to Section 18-214 of the Limited Liability Company Act*

- 1) The jurisdiction where the corporation first formed is: Delaware.
- 2) The jurisdiction immediately prior to filing this Certificate of Conversion is: Delaware.
- 3) The date the corporation first formed in Delaware is: April 15, 2002.
- 4) The name of the corporation immediately prior to filing this Certificate of Conversion is: PEI Licensing, Inc.
- 5) The name of the limited liability company as set forth in the Certificate of Formation is: PEI Licensing, LLC.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the converting corporation has executed this Certificate of Conversion on the 22 day of October, 2018.

By: 

Name: Jorge Nariño

Title: Authorized Person


# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, 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 "PEI LICENSING, LLC" FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2018, AT 8:52 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

3514450 8100V  
SR# 20187241941

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203651483  
Date: 10-22-18

**TRADEMARK**  
**REEL: 006471 FRAME: 0252**

CERTIFICATE OF FORMATION

OF

PEI LICENSING, LLC

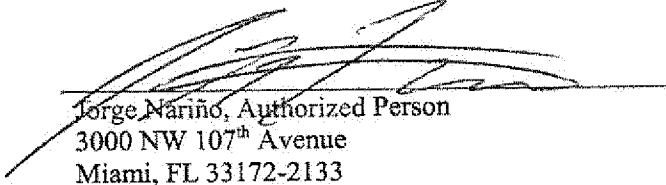
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THE UNDERSIGNED, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "Delaware Limited Liability Company Act"), hereby certifies that:

FIRST: The name of the limited liability company (hereinafter called the "limited liability company") is: PEI Licensing, LLC.

SECOND: The name and address of the registered agent and the address of the registered office of the limited liability company required to be maintained by Section 18-104 of the Delaware Limited Liability Company Act are: National Registered Agents, Inc., 160 Greentree, Suite 101, Dover, Delaware 19904, County of Kent.

IN WITNESS WHEREOF, this certificate has been subscribed on October 22, 2018 by the undersigned, who affirms that the statements made herein are true under the penalties of perjury.



Jorge Nariño, Authorized Person  
3000 NW 107<sup>th</sup> Avenue  
Miami, FL 33172-2133

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:52 AM 10/22/2018  
FILED 08:52 AM 10/22/2018

SR 20187241941 - File Number 3514450

RECORDED: 10/22/2018

TRADEMARK  
REEL: 006471 FRAME: 0253