

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MapMyFitness, LLC		05/05/2009	LIMITED LIABILITY COMPANY: COLORADO
RECEIVING PARTY DATA			
Name:	MapMyFitness, Inc.		
Street Address:	5303 E. Evans Ave., Suite 100		
City:	Denver		
State/Country:	COLORADO		
Postal Code:	80222		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	77668971	MAPMYRUN	
Serial Number:	77693650	MAPMYFITNESS	
Serial Number:	77673685	EMPOWERING ACTIVE LIFESTYLES	
CORRESPONDENCE DATA			
Fax Number:	(252)672-5477		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	252-672-5400		
Email:	trademarks@wardandsmith.com		
Correspondent Name:	Angela P. Doughty		
Address Line 1:	1001 College Court		
Address Line 2:	PO Box 867		
Address Line 4:	New Bern, NORTH CAROLINA 28562		
ATTORNEY DOCKET NUMBER:	090066-00001		
NAME OF SUBMITTER:	Angela P. Doughty		

OP \$90.00 77668971

900141899

**TRADEMARK
 REEL: 004053 FRAME: 0269**

Signature:	/apd/
Date:	08/26/2009
Total Attachments: 8 source=MAPMYFITNESS LLC - DE-Certificate of Conversion-Incorporation#page1.tif source=MAPMYFITNESS LLC - DE-Certificate of Conversion-Incorporation#page2.tif source=MAPMYFITNESS LLC - DE-Certificate of Conversion-Incorporation#page3.tif source=MAPMYFITNESS LLC - DE-Certificate of Conversion-Incorporation#page4.tif source=MAPMYFITNESS LLC - DE-Certificate of Conversion-Incorporation#page5.tif source=MAPMYFITNESS LLC - DE-Certificate of Conversion-Incorporation#page6.tif source=MAPMYFITNESS LLC - DE-Certificate of Conversion-Incorporation#page7.tif source=MAPMYFITNESS LLC - DE-Certificate of Conversion-Incorporation#page8.tif	

Delaware

PAGE 1

The First State

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 COLORADO LIMITED LIABILITY COMPANY UNDER THE NAME OF "MAPMYFITNESS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "MAPMYFITNESS, LLC" TO "MAPMYFITNESS, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF MAY, A.D. 2009, AT 12:20 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4684123 8100V

090434842

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7286141


DATE: 05-06-09

TRADEMARK
REEL: 004053 FRAME: 0271

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Colorado
- 2.) The jurisdiction immediately prior to filing this Certificate is Colorado
- 3.) The date the Limited Liability Company first formed is February 8, 2007
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is MapMyFitness, LLC
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is MapMyFitness, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 5 day of May, A.D. 2009.

By: 

Name: Robin Thurston
Print or Type

Title: Chief Executive Officer and Manager
Print or Type

Delaware

PAGE 2

The First State

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 CERTIFICATE OF INCORPORATION OF "MAPMYFITNESS, INC." FILED IN THIS OFFICE ON THE SIXTH DAY OF MAY, A.D. 2009, AT 12:20 O'CLOCK P.M.

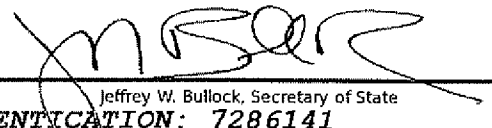
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7286141

DATE: 05-06-09

TRADEMARK
REEL: 004053 FRAME: 0273

CERTIFICATE OF INCORPORATION

OF

MAPMYFITNESS, INC.

The name of this corporation is MapMyFitness, Inc. (the "Corporation").

ARTICLE I

The address of the registered office of the Corporation in the State of Delaware and the County of New Castle is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

ARTICLE II

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE III

The name of the Corporation's incorporator is Robin Thurston and the incorporator's mailing address is 5303 E. Evans Ave., Suite 100, Denver, Colorado 80222.

ARTICLE IV

The total number of shares which the Corporation is authorized to issue is one million (1,000,000) shares, consisting of eight hundred thousand (800,000) shares of Class A common stock (the "Class A Common Stock") and/or Class B common stock (the "Class B Common Stock"), each with a par value \$0.0001 per share (collectively the "Common Stock"), and two hundred thousand (200,000) shares of preferred stock, \$.0001 par value per share (the "Preferred Stock"). Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

1. Common Stock. Except as otherwise expressly provided in this Certificate of Incorporation with respect to voting powers, the powers, preferences and rights of

the holders of Class A Common Stock and holders of Class B Common Stock, and the qualifications, limitations and restrictions thereof, shall be in all respects identical. All conversions of one class of Common Stock into the other class of Common Stock as permitted by this Certificate of Incorporation shall be on a one-to-one basis. In the event any holder of a class of Common Stock sells, transfers or otherwise disposes of such holder's shares of such class of Common Stock to any other person or entity in a transaction which requires such holder's class of Common Stock to convert into shares of the other class of Common Stock pursuant to a written agreement between such holder and the Corporation (or a subsequent holder if the conversion terms of such written agreement have not been triggered and such subsequent holder has agreed to be bound by the terms of such written agreement between such initial holder and the Corporation, the "**Holder**"), then such shares of a class of Common Stock of the Holder shall immediately convert into shares of the other class of Common Stock. Upon the occurrence of such conversion of the shares of one class of Common Stock (the "**Original Class of Common Stock**") into shares of the other class of Common Stock (the "**Conversion Class of Common Stock**"), all shares of the Original Class of Common Stock so converted shall no longer be deemed to be outstanding and all rights with respect to such Original Class of Common Stock shall forthwith cease and terminate except only the right of the holder thereof to receive a certificate representing such shares of the Conversion Class of Common Stock in exchange therefor. The Corporation shall give written notice of such conversion to the holders of the shares of such Original Class of Common Stock to be converted and such holders shall surrender any certificate(s) representing such shares of the Original Class of Common Stock at the office of the Corporation or of its transfer agent. Thereupon, there shall be issued and delivered to such holder a certificate or certificates for the number of shares of the Conversion Class of Common Stock into which the shares of the converted Original Class of Common Stock have been converted. The Corporation shall not be obligated to issue certificates evidencing the shares of the Conversion Class of Common Stock issuable upon such conversion unless certificates evidencing such shares of the Original Class of Common Stock are either delivered to the Corporation or any such transfer agent or the holder notifies the Corporation or any such transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection therewith.

a) Voting. Except as otherwise required by law or provided in this Certificate of Incorporation, the holders of any outstanding shares of Class A Common Stock shall possess all voting powers for all purposes, including by way of illustration and not of limitation, the election of directors, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the stockholders. At each annual or special meeting of the stockholders, each holder of record of shares of Class A Common Stock on the relevant record date shall be entitled to cast for each share of the Class A Common Stock standing in such holder's name on the stock transfer records of the Corporation one (1) vote in person or by proxy.

b) No Cumulative Voting. The holders of shares of Class A Common Stock shall not have cumulative voting rights.

c) Authorized Common Stock. The total number of shares of Common Stock the Corporation is authorized to issue is eight hundred thousand (800,000) shares. Initially all eight hundred thousand (800,000) shares shall be designated as Class A Common Stock. In the event that there is a transaction which requires shares of Class A Common Stock to convert into Class B Common Stock pursuant to a written agreement between a Holder and the Corporation or the Board of Directors adopts a resolution or resolutions from time to time, to issue shares of Class B Common Stock, then the number of authorized shares of Class A Common Stock shall be reduced by such amount to be converted or issued and the number of authorized shares of Class B Common Stock shall be increased to such amount automatically and without the need for any further action by the Board of Directors or the Corporation, and such change shall be reflected on the books and records of the Corporation. In the event that there is a transaction which requires shares of Class B Common Stock to convert into Class A Common Stock pursuant to a written agreement between a Holder of Class B Common Stock and the Corporation or the Board of Directors agrees to redeem and cancel outstanding shares of Class B Common Stock, then the number of authorized shares of Class B Common Stock shall be reduced by such amount to be converted or redeemed and canceled and the number of authorized shares of Class A Common Stock shall be increased by such amount automatically and without the need for any further action by the Board of Directors or the Corporation, and such change shall be reflected on the books and records of the Corporation.

2. Preferred Stock. The Board of Directors of the Corporation may issue Preferred Stock from time to time in one or more classes and/or series. The Board of Directors of the Corporation is hereby authorized to adopt a resolution or resolutions from time to time, within the limitations and restrictions stated in this Certificate of Incorporation, to fix or alter the voting powers, designations, preferences, rights, qualifications, limitations and restrictions of any wholly unissued class of Preferred Stock, or any wholly unissued series of any such class, and the number of shares constituting any such series and the designation thereof, or any of them, and to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

3. No Fractional Shares. No fractional shares of the capital stock of the Corporation shall be issued, but in lieu thereof the Corporation may, at its option, make a cash adjustment therefor.

4. Registered Owner. The Corporation shall be entitled to treat the person in whose name any share, right or option is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such share, right or option on the part of any other person, whether or not the Corporation shall have notice thereof, save as may be expressly provided by the laws of the State of Delaware.

ARTICLE V

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL is amended after approval by the stockholders of this Article V 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 DGCL as so amended.

Any repeal or modification of the foregoing provisions of this Article V by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VI

The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the DGCL or any applicable successor act thereto, as the same may be amended from time to time, indemnify its directors and executive officers from and against any and all expenses, liabilities, or other matters and may so indemnify any and all other persons to the extent permitted by the Bylaws of the Corporation or by contract or otherwise.

ARTICLE VII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE VIII

Election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

ARTICLE IX

The number of directors which shall constitute the whole Board of Directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws or in an amendment thereof duly adopted by the Board of Directors of the Corporation or by the stockholders of the Corporation.

ARTICLE X

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Corporation or in the Bylaws of the Corporation.

ARTICLE XI

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, adopt, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

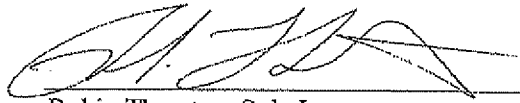
ARTICLE XII

The Corporation expressly elects not to be governed by Section 203 of the DGCL.

ARTICLE XIII

The Corporation is to have perpetual existence.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Incorporation as of the 5 day of May, 2009



Robin Thurston, Sole Incorporator