

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion of LLC to Corporation effective 01/01/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RightsFlow, LLC		12/31/2008	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	RightsFlow, Inc.		
Doing Business As:	DBA RightsFlow		
Street Address:	37 West 17th Street		
Internal Address:	3rd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10011		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77500941	RIGHTSFLOW	
Registration Number:	3507490	RIGHTSFLOW	
CORRESPONDENCE DATA			
Fax Number:	(302)341-0974		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	512-569-3262		
Email:	katherine@madianoslaw.com		
Correspondent Name:	Katherine Klammer Madianos		
Address Line 1:	3606 Enfield Road		
Address Line 4:	Austin, TEXAS 78703		
NAME OF SUBMITTER:	Katherine Klammer Madianos		
Signature:	/Katherine K. Madianos/		

OP \$65.00 77500941

Date:

11/20/2009

Total Attachments: 6

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 LIMITED LIABILITY COMPANY UNDER THE NAME OF "RIGHTSFLOW LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "RIGHTSFLOW LLC" TO "RIGHTSFLOW, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008, AT 3:07 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2009, AT 12:01 O'CLOCK A.M.

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

3914182 8100V

081245308



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

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 7060573

DATE: 01-05-09

TRADEMARK
REEL: 004100 FRAME: 0240

RIGHTSFLOW LLC
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION

For the purpose of converting RightsFlow LLC, a Delaware limited liability company, (the "Company") to a Delaware corporation pursuant to Section 265 and Section 103 of the Delaware General Corporation Law and (the "DGCL"), the undersigned, being authorized to execute and file this Certificate of Conversion, hereby certifies that:

- FIRST:** The Company, being the "other entity" as defined in Section 265 of the DGCL, was first formed on January 19, 2005.
- SECOND:** The Company was first formed in the State of Delaware.
- THIRD:** The name of the Company immediately prior to filing this Certificate of Conversion is "RightsFlow LLC".
- FOURTH:** The name of the corporation after conversion and as set forth in the Certificate of Incorporation is "RightsFlow, Inc.".
- FIFTH:** The effective time and date of this Certificate of Conversion shall be 12:01 a.m., Eastern Standard Time on January 1, 2009.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the Company has executed this Certificate of Conversion as of December 31, 2008.

By: Patrick Sullivan

Name: PATRICK SULLIVAN
Patrick Sullivan

Title: MEMBER AND MANAGER
Member and Manager

Delaware

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The First State

I, HARRIET SMITH WINDSOR, 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 "RIGHTSFLOW, INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2008, AT 3:07 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF JANUARY, A.D. 2009, AT 12:01 O'CLOCK A.M.

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

3914182 8100V

081245308



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

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 7060573

DATE: 01-05-09

TRADEMARK
REEL: 004100 FRAME: 0242

RIGHTSFLOW, INC.

CERTIFICATE OF INCORPORATION

ARTICLE I

The name of the corporation is RightsFlow, Inc. (the "Company").

ARTICLE II

The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time.

ARTICLE IV

This Company is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 7,000,000 with par value of \$0.001 per share.

ARTICLE V

The name and mailing address of the incorporator are as follows:

Patrick Sullivan
29 West 17th Street, Ph - 10th Floor, New York, NY 10011

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

ARTICLE VII

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

ARTICLE VIII

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally

liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

The Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "**Proceeding**") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by the DGCL, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

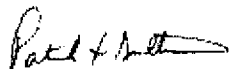
ARTICLE IX

Except as provided in Article VIII above, the Company 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 upon stockholders herein are granted subject to this reservation.

ARTICLE X

The effective time and date of this Certificate of Incorporation shall be 12:01 a.m., Eastern Standard Time on January 1, 2009.

I, the undersigned, as the sole incorporator of the Company, have signed this Certificate of Incorporation on December 31, 2008.



Patrick Sullivan
Incorporator