

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Zenph Studios, Inc.		11/09/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Zenph Sound Innovations, Inc.		
<b>Street Address:</b>	9660 Falls of the Neuse Road		
<b>Internal Address:</b>	Suite 138		
<b>City:</b>	Raleigh		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	27615		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3175284	ZENPH	
Registration Number:	3327669	RE-PERFORMANCE	
Registration Number:	3392543	ZENPH	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(919)829-9696		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	9198299600		
<b>Email:</b>	hcoldiron@hutchlaw.com		
<b>Correspondent Name:</b>	Holly A. Coldiron		
<b>Address Line 1:</b>	5410 Trinity Road		
<b>Address Line 2:</b>	Suite 400		
<b>Address Line 4:</b>	Raleigh, NORTH CAROLINA 27607		
<b>ATTORNEY DOCKET NUMBER:</b>	ZENPH.21000		
<b>NAME OF SUBMITTER:</b>	Holly A. Coldiron		

CH \$90.00 3175284

Signature:	/hac/
Date:	12/09/2009
Total Attachments: 3 source=name change cert - zenph studios to zenph sound innovations#page1.tif source=name change cert - zenph studios to zenph sound innovations#page2.tif source=name change cert - zenph studios to zenph sound innovations#page3.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "ZENPH STUDIOS, INC.", CHANGING ITS NAME FROM "ZENPH STUDIOS, INC." TO "ZENPH SOUND INNOVATIONS, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF NOVEMBER, A.D. 2009, AT 3:36 O'CLOCK P.M.

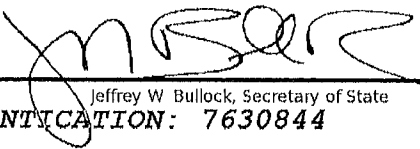
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3479939 8100

091002573

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7630844

DATE: 11-09-09

TRADEMARK  
REEL: 004110 FRAME: 0613

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
ZENPH STUDIOS, INC.

Pursuant to Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware, the undersigned corporation hereby submits the following for the purpose of amending and restating its Certificate of Incorporation, and does hereby certify as follows.

1. The present name of the corporation is Zenph Studios, Inc. The corporation's original Certificate of Incorporation was filed on January 11, 2002, under the name Zenph, Inc.
2. The corporation's Certificate of Incorporation is hereby amended and restated in its entirety, as set forth in the text of the Amended and Restated Certificate of Incorporation attached hereto as Exhibit A. Pursuant to this Amended and Restated Certificate of Incorporation, the name of the corporation will become Zenph Sound Innovations, Inc.
3. This Amended and Restated Certificate of Incorporation will be effective upon filing.

IN WITNESS WHEREOF, said Zenph Studios, Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by John Q. Walker II, its President, this 9<sup>th</sup> day of November, 2009.

ZENPH STUDIOS, INC.

By: /s/ John Q. Walker II  
John Q. Walker II, President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:41 PM 11/09/2009  
FILED 03:36 PM 11/09/2009  
SRV 091002573 - 3479939 FILE

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
ZENPH SOUND INNOVATIONS, INC.

ARTICLE I

The name of the corporation shall be "Zenph Sound Innovations, Inc." (the "*Corporation*").

ARTICLE II

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

ARTICLE III

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

ARTICLE IV

The Corporation shall have the authority to issue two hundred thirty-eight million, seventy-two thousand three hundred seventy-three (238,072,373) shares of capital stock, \$0.001 par value per share, of which one hundred thirty-seven million seven hundred thirty-five thousand eight hundred eighty-four (137,735,884) shares shall be designated Common Stock (the "*Common Stock*") and one hundred million three hundred thirty-six thousand four hundred eighty-nine (100,336,489) shares shall be designated Preferred Stock (the "*Preferred Stock*"), one hundred million forty-four thousand eight hundred seventy-five (100,044,875) of which shares of Preferred Stock shall be designated Series 1 Preferred Stock (the "*Series 1 Preferred Stock*"), and two hundred ninety-one thousand six hundred fourteen (291,614) of which shares shall be designated Series 1A Preferred Stock (the "*Series 1A Preferred Stock*"). The Series 1 Preferred Stock and the Series 1A Preferred Stock shall have the rights, preferences, privileges and restrictions set forth below in Article V.

Upon filing of this Amended and Restated Certificate of Incorporation with the Delaware Secretary of State, (a) each currently outstanding share of Series A Convertible Preferred Stock will be converted into 0.0200803 shares of Common Stock, (b) each currently outstanding share of Series B Convertible Preferred Stock will be converted into one (1) share of Common Stock, (c) each currently outstanding share of Series C Convertible Preferred Stock will be converted into one (1) share of Common Stock, (d) each currently outstanding share of Series D Convertible Preferred Stock will be converted into one (1) share of Common Stock, and (e) each currently outstanding share of Series E Convertible Preferred Stock will be converted into 8.69548 shares of Series 1 Preferred Stock. All shares of Series A Convertible Preferred Stock