

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT															
NATURE OF CONVEYANCE:		CHANGE OF NAME															
CONVEYING PARTY DATA																	
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>VisibleGains, Inc.</td> <td>FORMERLY PermissionTV, Inc.</td> <td>11/20/2009</td> <td>CORPORATION: DELAWARE</td> </tr> <tr> <td>PermissionTV, Inc.</td> <td></td> <td>11/20/2009</td> <td>CORPORATION: DELAWARE</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	VisibleGains, Inc.	FORMERLY PermissionTV, Inc.	11/20/2009	CORPORATION: DELAWARE	PermissionTV, Inc.		11/20/2009	CORPORATION: DELAWARE		
Name	Formerly	Execution Date	Entity Type														
VisibleGains, Inc.	FORMERLY PermissionTV, Inc.	11/20/2009	CORPORATION: DELAWARE														
PermissionTV, Inc.		11/20/2009	CORPORATION: DELAWARE														
RECEIVING PARTY DATA																	
<table border="1"> <tr> <td>Name:</td> <td>VisibleGains, Inc.</td> </tr> <tr> <td>Street Address:</td> <td>1601 Trapelo Road</td> </tr> <tr> <td>Internal Address:</td> <td>Suite 168</td> </tr> <tr> <td>City:</td> <td>Waltham</td> </tr> <tr> <td>State/Country:</td> <td>MASSACHUSETTS</td> </tr> <tr> <td>Postal Code:</td> <td>02451</td> </tr> <tr> <td>Entity Type:</td> <td>CORPORATION: DELAWARE</td> </tr> </table>				Name:	VisibleGains, Inc.	Street Address:	1601 Trapelo Road	Internal Address:	Suite 168	City:	Waltham	State/Country:	MASSACHUSETTS	Postal Code:	02451	Entity Type:	CORPORATION: DELAWARE
Name:	VisibleGains, Inc.																
Street Address:	1601 Trapelo Road																
Internal Address:	Suite 168																
City:	Waltham																
State/Country:	MASSACHUSETTS																
Postal Code:	02451																
Entity Type:	CORPORATION: DELAWARE																
PROPERTY NUMBERS Total: 1																	
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th>Word Mark</th> </tr> </thead> <tbody> <tr> <td>Serial Number:</td> <td>77826080</td> <td>VISIBLEGAINS</td> </tr> </tbody> </table>				Property Type	Number	Word Mark	Serial Number:	77826080	VISIBLEGAINS								
Property Type	Number	Word Mark															
Serial Number:	77826080	VISIBLEGAINS															
CORRESPONDENCE DATA																	
<p>Fax Number: (702)549-2353 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i></p> <p>Phone: 781-239-1470 Email: scott@ssolowaylaw.com Correspondent Name: Scott Soloway Address Line 1: 888 Worcester Road Address Line 2: Suite 260 Address Line 4: Wellesley, MASSACHUSETTS 02481</p>																	
NAME OF SUBMITTER:		Scott M. Soloway															
Signature:		/Scott M. Soloway/															
Date:		03/17/2010															

OP \$40.00 77826080

Total Attachments: 2

source=VisibleGains - evidence of name change#page1.tif

source=VisibleGains - evidence of name change#page2.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 "PERMISSIONTV, INC.", CHANGING ITS NAME FROM "PERMISSIONTV, INC." TO "VISIBLEGAINS, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF NOVEMBER, A.D. 2009, AT 12:25 O'CLOCK P.M.

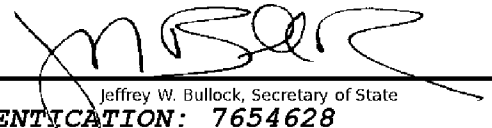
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3702773 8100

091035738

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7654628

DATE: 11-20-09

TRADEMARK
REEL: 004168 FRAME: 0339

**FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

PERMISSIONTV, INC.

(Pursuant to Sections 228, 242 and 245 of the
General Corporation Law of the State of Delaware)

PermissionTV, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. That the name of the corporation is PermissionTV, Inc. The Corporation was originally incorporated under the name "NetCable, Inc." The original certificate of incorporation of the Corporation was filed with the office of the Secretary of State of the State of Delaware on November 7, 2003.

2. That this Fifth Amended and Restated Certificate of Incorporation was recommended to the stockholders for approval as being advisable and in the best interests of the Corporation by written action of the Board of Directors of the Corporation on November 20, 2009.

3. That in lieu of a meeting and vote of stockholders, consents in writing have been signed by holders of outstanding stock of the Corporation having not less than the minimum number of votes that is necessary to consent to this amendment and restatement, and, if required, prompt notice of such action shall be given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

4. That this Fifth Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 and 245 of the General Corporation Law of the State of Delaware.

5. That this Fifth Amended and Restated Certificate of Incorporation restates and integrates and further amends the certificate of incorporation of the Corporation, as heretofore amended or supplemented.

The text of the Corporation's certificate of incorporation is amended and restated in its entirety as follows:

FIRST. The name of the corporation is VisibleGains, Inc. (the "Corporation").

SECOND. The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, New