

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
Interceptor Acquisition Sub, Inc.		06/24/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Instill Corporation		
Street Address:	5959 West Las Positas Blvd.		
City:	Pleasanton		
State/Country:	CALIFORNIA		
Postal Code:	94588		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2463806		
Registration Number:	2012246	E STORE	
Registration Number:	2509980	INSTILL	
CORRESPONDENCE DATA			
Fax Number:	(312)862-2200		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	312-862-6371		
Email:	renee.prescan@kirkland.com		
Correspondent Name:	Renee Prescan		
Address Line 1:	300 North LaSalle Street		
Address Line 2:	Kirkland & Ellis LLP		
Address Line 4:	Chicago, ILLINOIS 60654		
ATTORNEY DOCKET NUMBER:	40105-27 RMP		
NAME OF SUBMITTER:	Renee M. Prescan		

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**TRADEMARK
 REEL: 004239 FRAME: 0904**

Signature:	/Renee M. Prescan/
Date:	07/12/2010
Total Attachments: 8 source=Instill-Interceptor-Instill_Merger-Change of Name#page1.tif source=Instill-Interceptor-Instill_Merger-Change of Name#page2.tif source=Instill-Interceptor-Instill_Merger-Change of Name#page3.tif source=Instill-Interceptor-Instill_Merger-Change of Name#page4.tif source=Instill-Interceptor-Instill_Merger-Change of Name#page5.tif source=Instill-Interceptor-Instill_Merger-Change of Name#page6.tif source=Instill-Interceptor-Instill_Merger-Change of Name#page7.tif source=Instill-Interceptor-Instill_Merger-Change of Name#page8.tif	

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"INSTILL CORPORATION", A CALIFORNIA CORPORATION,
WITH AND INTO "INTERCEPTOR ACQUISITION SUB, INC." UNDER THE NAME OF "INSTILL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF JUNE, A.D. 2008, AT 9:04 O'CLOCK P.M.

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

4533243 8100M

080721212



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

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6683715

DATE: 06-24-08

TRADEMARK
REEL: 004239 FRAME: 0906

CERTIFICATE OF MERGER
OF
INSTILL CORPORATION
WITH AND INTO
INTERCEPTOR ACQUISITION SUB, INC.

Adopted in accordance with the provisions of Section 252
of the General Corporation Law of the State of Delaware

The undersigned, the President of Interceptor Acquisition Sub, Inc., a Delaware corporation, hereby certifies in connection with the merger of Instill Corporation, a California corporation, and Interceptor Acquisition Sub, Inc. that:

1. The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
Interceptor Acquisition Sub, Inc.	Delaware
Instill Corporation	California

2. An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware, to wit, by the Interceptor Acquisition Sub, Inc., in the same manner as provided in Section 252 of the General Corporation Law of the State of Delaware, and by Instill Corporation, in accordance with the laws of its state of incorporation.

3. The name of the surviving corporation of the merger is Interceptor Acquisition Sub, Inc.

4. The certificate of incorporation of the surviving corporation shall be amended and restated in its entirety by virtue of the merger as set forth on Exhibit A attached hereto and shall change its name to Instill Corporation as set forth therein.

5. The executed agreement and plan of merger is on file at an office of the surviving corporation. The address of the office of the surviving corporation at which the agreement of merger is filed is Interceptor Acquisition Sub, Inc. c/o iTradeNetwork, Inc., 5959 W. Las Positas Road., 2nd Floor, Pleasanton, CA 94588.

6. A copy of the agreement and plan of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

7. The total number of shares which Instill Corporation, a California corporation, is authorized to issue is 105,657,507 shares, 75,000,000 shares of which are common stock, no par value, and 30,657,507 shares of which are preferred stock, no par value.

8. The effective date of the merger shall be upon filing.

* * * * *

Interceptor Acquisition Sub, Inc. has caused the Certificate to be signed by Robert Bonavito, its authorized officer, this 23rd day of June, 2008.

Interceptor Acquisition Sub, Inc.

By: /s/ Robert Bonavito
Robert Bonavito, President

**CERTIFICATE OF INCORPORATION
OF
INSTILL CORPORATION**

ARTICLE ONE

The name of the Corporation is Instill Corporation.

ARTICLE TWO

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

ARTICLE THREE

The nature of the business or purposes to be conducted or promoted 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.

ARTICLE FOUR

Part A. Authorized Capital Stock.

1A. The Corporation is authorized to issue one class of capital stock, to be designated Common Stock. The total number of shares of Common Stock which the Corporation shall have authority to issue is 1,000. The Common Stock shall have a par value of \$0.01 per share.

1B. The shares of Common Stock shall have the rights, preferences and limitations set forth below.

In accordance with the provisions of § 242(b)(2) of the General Corporation Law of the State of Delaware, the number of authorized shares of any class or classes of stock may be increased or decreased by the affirmative vote of the holders of a majority of the issued and outstanding shares of stock of the Corporation entitled to vote thereon irrespective of the class vote requirements set forth in § 242(b)(2) of the General Corporation Law of the State of Delaware (but, in the case of any decrease, not below the number of outstanding shares of any such class or classes plus that number of shares of such class or classes required to be reserved for issuance upon conversion, exchange or exercise of any option, warrant, convertible or exchangeable security of any class or series).

Part B. Powers, Preferences and Special Rights of the Common Stock.

Except as otherwise required by applicable law, all shares of Common Stock shall be identical in all respects and shall entitle the holders thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions.

Section 1. Voting Rights. Except as otherwise required by applicable law, each holder of one or more shares of Common Stock shall be entitled to one vote per share of Common Stock held by such holder on all matters to be voted on by the stockholders of the Corporation.

Section 2. Dividends. As and when dividends are declared or paid with respect to shares of Common Stock, whether in cash, property or securities of the Corporation, the holders of Common Stock shall be entitled to receive such dividends pro rata at the same rate per share.

Section 3. Liquidation. The holders of the Common Stock shall be entitled to participate pro rata at the same rate per share in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

Section 4. Registration of Transfer. The Corporation shall keep at its principal office (or such other place as the Corporation reasonably designates) a register for the registration of shares of Common Stock. Upon the surrender of any certificate representing shares of any class of Common Stock at such place, the Corporation shall, at the request of the record holder of such certificate, execute and deliver (at the Corporation's expense) a new certificate or certificates in exchange therefor representing in the aggregate the number of shares of such class represented by the surrendered certificate and the Corporation shall forthwith cancel such surrendered certificate. Each such new certificate shall be registered in such name as is requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate. The issuance of new certificates shall be made without charge to the holders of the surrendered certificates for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such issuance.

Section 5. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (provided, that an affidavit of the registered holder will be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of any class of Common Stock, and in the case of any such loss, theft or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation (provided that if the holder is a financial institution or other institutional investor its own agreement will be satisfactory), or, in the case of any such mutilation upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such class represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

Section 6. Notices. All notices referred to herein shall be in writing, and shall be delivered by registered or certified mail, return receipt requested, postage prepaid, and shall be deemed to have been given when so mailed (i) to the Corporation at its principal executive offices and (ii) to any stockholder at such holder's address as it appears in the stock records of the Corporation (unless otherwise specified in a written notice to the Corporation by such holder).

Section 7. Amendment and Waiver. No amendment or waiver of any provision of this Part B shall be effective without the prior consent of the holders of a majority of the then outstanding shares of Common Stock voting as a single class.

Section 8. Definitions.

"Board" means the Board of Directors of the Corporation.

"Common Stock" means, collectively, the Corporation's Common Stock, par value \$0.01 per share, and any capital stock of any class of the Corporation hereafter authorized which is not limited to a fixed sum or percentage of par or stated value with respect to the rights of the holders thereof to participate in dividends or in the distribution of assets upon any liquidation, dissolution or winding up of the Corporation.

ARTICLE FIVE

The Corporation is to have perpetual existence.

ARTICLE SIX

In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to make, alter or repeal the by-laws of the Corporation.

ARTICLE SEVEN

Meetings of stockholders may be held within or outside the State of Delaware, as the by-laws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the by-laws of the Corporation. Election of directors need not be by written ballot unless the by-laws of the Corporation so provide.

ARTICLE EIGHT

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this Article Eight shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE NINE

The Corporation expressly elects not to be governed by §203 of the General Corporation Law of the State of Delaware.

ARTICLE TEN

Except to the extent prohibited by applicable law, the Corporation hereby renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any and all business opportunities that are presented to any (i) holder of Common Stock that is not also an employee of the Corporation or any of its subsidiaries (such

non-employee holder, an "Investor"), (ii) affiliate of an Investor or (iii) director designated for election to the Board by an Investor (such director, an "Investor Designee") (all such parties referred to in clauses (i), (ii) and (iii) above collectively, the "Investor Parties") at any time that an Investor Designee sits on the Board or that an Investor holds any equity securities of the Corporation. Without limiting the foregoing renunciation, the Corporation acknowledges that the Investor Parties are in the business of making investments in, and have investments in, other businesses similar to and that may compete with the Corporation's businesses ("Competing Businesses"), and agrees that the Investor Parties shall have the right to make additional investments in or have relationships with other Competing Businesses independent of their investments in the Corporation. No Investor Party that is a director of the Corporation shall be obligated to present to the Corporation any particular investment opportunity that such director gains access to even if such opportunity is of a character that, if presented to the Corporation, could be taken by the Corporation, and such director shall continue to have the right to take for such director's own respective account or to recommend to others any such particular investment opportunity.

ARTICLE ELEVEN

The Corporation shall, to the maximum extent permitted from time to time under the law of the State of Delaware, indemnify and upon request shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was or has agreed to be a director of the Corporation or, while a director, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of any Corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding or claim initiated by or on behalf of such person or any counterclaim against the Corporation initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this Article Eleven shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this Article Eleven shall not adversely affect any right or protection of a director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE TWELVE

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 herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.