

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Change of state of incorporation		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cantaloupe Systems		02/22/2010	CORPORATION: NEVADA
RECEIVING PARTY DATA			
Name:	Cantaloupe Systems, Inc.		
Street Address:	612 Howard Street		
Internal Address:	Suite 600		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94105		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3198306	SEED	
Registration Number:	3192164	CANTALOUPE SYSTEMS	
Registration Number:	3260944		
Registration Number:	3256437	BECAUSE MACHINES CAN'T CRY FOR HELP	
CORRESPONDENCE DATA			
Fax Number:	(214)200-0853		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	408-660-4120		
Email:	jennifer.lantz@haynesboone.com		
Correspondent Name:	Jennifer M. Lantz		
Address Line 1:	2323 Victory Avenue		
Address Line 2:	Suite 700		
Address Line 4:	Dallas, TEXAS 75219-7673		
ATTORNEY DOCKET NUMBER:	70310		

OP \$115.00 3198306

900178628

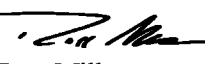
**TRADEMARK
 REEL: 004432 FRAME: 0570**

NAME OF SUBMITTER:	Jennifer M. Lantz
Signature:	/Jennifer M. Lantz/
Date:	12/13/2010
Total Attachments: 5 source=Cantaloupe Conversion Documents filed Nevada#page1.tif source=Cantaloupe Conversion Documents filed Nevada#page2.tif source=Delaware filed Conversion Documents#page1.tif source=Delaware filed Conversion Documents#page2.tif source=Delaware filed Conversion Documents#page3.tif	



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684 5708
 Website: www.nvsos.gov

Articles of Conversion
 (PURSUANT TO NRS 92A.205)
 Page 1

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20100109759-94
	Filing Date and Time 02/22/2010 2:30 PM
	Entity Number C22790-2002

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion
 (Pursuant to NRS 92A.205)

1. Name and jurisdiction of organization of constituent entity and resulting entity:

Cantaloupe Systems
 Name of constituent entity

Nevada
 Jurisdiction

corporation
 Entity type *

and,

Cantaloupe Systems, Inc.
 Name of resulting entity

Delaware
 Jurisdiction

corporation
 Entity type *

2. A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

3. Location of plan of conversion: (check one)

- The entire plan of conversion is attached to these articles.
- The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity.
- The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330.

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust .

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 1
 Revised: 3-28-09

TRADEMARK
REEL: 004432 FRAME: 0572



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
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Articles of Conversion
 (PURSUANT TO NRS 92A.205)
Page 2

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4. Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the resulting entity in the conversion):

Attn: Cantaloupe Systems, Inc.

c/o: The Corporation Trust Company
 Corporation Trust Center
 1209 Orange Street
 Wilmington, DE 19801
 New Castle County

5. Effective date of conversion (optional) (not to exceed 90 days after the articles are filed pursuant to NRS 92A.240)*

6. Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).

2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Cantaloupe Systems

Name of constituent entity

X 
 Signature

Chief Executive Officer
 Title

2/22/10
 Date

* Pursuant to NRS 92A.205(4) if the conversion takes effect on a later date specified in the articles of conversion pursuant to NRS 92A.240, the constituent document filed with the Secretary of State pursuant to paragraph (b) subsection 1 must state the name and the jurisdiction of the constituent entity and that the existence of the resulting entity does not begin until the later date. This statement must be included within the resulting entity's articles.

FILING FEE: \$350.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Conversion Page 2
 Revised: 3-26-09

TRADEMARK
REEL: 004432 FRAME: 0573

Delaware

PAGE 1

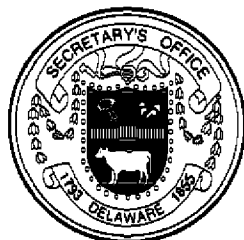
The First State

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 NEVADA CORPORATION UNDER THE NAME OF "CANTALOUPE SYSTEMS, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2010, AT 7:03 O'CLOCK P.M.

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

4791362 8100V

100182011



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7829170

DATE: 02-23-10

TRADEMARK
REEL: 004432 FRAME: 0574

Delaware

PAGE 2

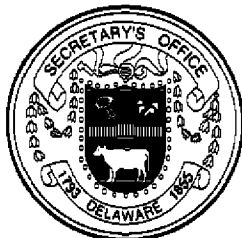
The First State

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 "CANTALOUPE SYSTEMS, INC." FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2010, AT 7:03 O'CLOCK P.M.

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

4791362 8100V

100182011



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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7829170

DATE: 02-23-10

TRADEMARK
REEL: 004432 FRAME: 0575

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Nevada.
- 2.) The jurisdiction immediately prior to filing this Certificate is Nevada.
- 3.) The date the Non-Delaware Corporation first formed is Sep. 12, 2002.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Cantaloupe Systems.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Cantaloupe Systems, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 22nd day of February, A.D. 2010.

By: 

Name: Mandeep Arora
Print or Type

Title: Chief Executive Office
Print or Type