

**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
UGO Networks, Inc.		07/18/2008	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	UGO Entertainment, Inc.
Street Address:	300 West 57th St.
City:	New York
State/Country:	NEW YORK
Postal Code:	10019
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 7**

Property Type	Number	Word Mark
Serial Number:	76597618	FUELING FANTASY ENTERTAINMENT
Serial Number:	75047519	GAMEPEN
Serial Number:	76597619	TAKE CONTROL
Serial Number:	76977704	TAKE CONTROL
Serial Number:	75821631	UGO
Serial Number:	75821630	UGO
Serial Number:	75821632	UGO

**CORRESPONDENCE DATA**

Fax Number: (646)280-2059  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Email: bfitzpatrick@hearst.com  
 Correspondent Name: Bridgette Fitzpatrick  
 Address Line 1: 300 West 57th St.  
 Address Line 4: New York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	CHANGE OF OWNER NAME-UGO
NAME OF SUBMITTER:	Bridgette Fitzpatrick
Signature:	/Bridgette Fitzpatrick/
Date:	02/17/2011
<b>Total Attachments: 10</b> source=UGO NETWORKS to UGO ENTERTAINMENT#page1.tif source=UGO NETWORKS to UGO ENTERTAINMENT#page2.tif source=UGO NETWORKS to UGO ENTERTAINMENT#page3.tif source=UGO NETWORKS to UGO ENTERTAINMENT#page4.tif source=UGO NETWORKS to UGO ENTERTAINMENT#page5.tif source=UGO NETWORKS to UGO ENTERTAINMENT#page6.tif source=UGO NETWORKS to UGO ENTERTAINMENT#page7.tif source=UGO NETWORKS to UGO ENTERTAINMENT#page8.tif source=UGO NETWORKS to UGO ENTERTAINMENT#page9.tif source=UGO NETWORKS to UGO ENTERTAINMENT#page10.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 AMENDMENT OF "UGO NETWORKS, INC.", CHANGING ITS NAME FROM "UGO NETWORKS, INC." TO "UGO ENTERTAINMENT, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JULY, A.D. 2008, AT 2:50 O'CLOCK P.M.

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

2723004 8100

080798912

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



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6741397

DATE: 07-21-08

TRADEMARK  
REEL: 004481 FRAME: 0785

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

UGO Networks, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent in lieu of a special meeting, pursuant to Sections 141 and 242 of the DGCL, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Board of Directors of the Corporation hereby approves the following amendment to the Amended and Restated Certificate of Incorporation of UGO Networks, Inc.:

Article "FIRST" shall be deleted in its entirety and the following shall be substituted in lieu thereof:

"FIRST: The name of the corporation is UGO Entertainment, Inc. (the "Corporation")."

SECOND: That in lieu of a meeting and vote of the sole stockholder of the Corporation, such stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the DGCL.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the DGCL.

IN WITNESS WHEREOF, UGO Networks, Inc. has caused this certificate to be signed by Catherine A. Bostron, Secretary, this 13<sup>th</sup> day of July, 2008.

UGO NETWORKS, INC.

By: Catherine A. Bostron

Name: Catherine A. Bostron

Title: Secretary

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

UGO Networks, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"),

DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent in lieu of a special meeting, pursuant to Sections 141 and 242 of the DGCL, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation:

RESOLVED, that the Board of Directors of the Corporation hereby approves the following amendment to the Amended and Restated Certificate of Incorporation of UGO Networks, Inc.:

Article "FIRST" shall be deleted in its entirety and the following shall be substituted in lieu thereof:

"FIRST: The name of the corporation is UGO Entertainment, Inc. (the "Corporation")."

SECOND: That in lieu of a meeting and vote of the sole stockholder of the Corporation, such stockholder has given unanimous written consent to said amendment in accordance with the provisions of Section 228 of the DGCL.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the DGCL.

IN WITNESS WHEREOF, UGO Networks, Inc. has caused this certificate to be signed by Catherine A. Bostron, Secretary, this 18<sup>th</sup> day of July, 2008.

UGO NETWORKS, INC.

By: Catherine A. Bostron  
Name: Catherine A. Bostron  
Title: Secretary

# 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:

"HEARST INTERACTIVE ACQUISITION, INC.", A DELAWARE CORPORATION,

WITH AND INTO "UGO NETWORKS, INC." UNDER THE NAME OF "UGO NETWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF AUGUST, A.D. 2007, AT 1:30 O'CLOCK P.M.

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

2723004 8100M

070945035



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5945810

DATE: 08-22-07

TRADEMARK  
REEL: 004481 FRAME: 0788

CERTIFICATE OF MERGER  
OF  
UGO NETWORKS, INC.  
AND  
HEARST INTERACTIVE ACQUISITION, INC.

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, the undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The constituent corporations participating in the merger herein certified are:
  - (i) UGO Networks, Inc., which is incorporated under the laws of the State of Delaware; and
  - (ii) Hearst Interactive Acquisition, Inc. which is incorporated under the laws of the State of Delaware.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.
3. The surviving corporation in the merger shall be UGO Networks, Inc., which will continue its existence as the surviving corporation upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.
4. The Certificate of Incorporation of UGO Networks, Inc., as set forth in Annex A hereto, shall be the Certificate of Incorporation of the surviving corporation upon this Certificate of Merger becoming effective, until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.
5. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at an office of the aforesaid surviving corporation, the address of which is as follows:

UGO Networks, Inc.  
670 Broadway, 2nd Floor  
New York, New York 10012

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request and without cost, to any stockholder of each of the aforesaid constituent corporations.
7. This Certificate of Merger shall be effective immediately upon filing.

[Signature Page Follows]

IN WITNESS WHEREOF, UGO Networks, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer as of this 22<sup>nd</sup> day of August, 2007.

UGO Networks, Inc.

By: 

Name: Jon J Moses

Title: Chief Executive Officer



ANNEX A

CERTIFICATE OF INCORPORATION

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

OF

UGO NETWORKS, INC.

FIRST: The name of the corporation is UGO Networks, Inc. (the "Corporation").

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

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

FOURTH: The aggregate number of shares of stock that the Corporation shall have authority to issue is 1000. The par value of each such share shall be \$1.00.

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the board of directors.

(2) The board of directors shall have power, without the consent of the stockholders (except as provided by applicable law), to make, alter, amend, change, add to or repeal the Bylaws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the Bylaws of the Corporation.

(4) In addition to the powers and authority hereinbefore or by law expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation and the Bylaws of the Corporation, all as in effect from time to time.

SIXTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director of the Corporation, provided that the foregoing shall not eliminate or limit any liability that may exist with respect to (i) a breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) liability under Section 174 of the DGCL or (iv) any transaction from which the director derived an improper personal benefit. If the DGCL is amended after the date of incorporation of the Corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of the directors of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative (a "Proceeding"), by reason of the fact that he or she or his or her testator or intestate is or

was a director of the Corporation or any subsidiary of the Corporation or any predecessor of the Corporation or any subsidiary of the Corporation, or serves or served at any other enterprise as a director at the request of the Corporation or any predecessor to the Corporation, or acted at the direction of any such director against all expense, liability and loss actually and reasonably incurred or suffered by such person in connection therewith.

Any indemnification under this Paragraph Six (unless ordered by a court) shall be made by the Corporation upon a determination that indemnification of the director is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the DGCL, as the same exists or hereafter may be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment).

Expenses (including attorneys' fees) incurred by a director of the Corporation in defending a Proceeding shall be paid by the Corporation in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the director to repay all amounts so advanced in the event that it shall ultimately be determined that such director is not entitled to be indemnified by the Corporation as authorized in this Paragraph Six.

The indemnification and advancement of expenses provided by this Paragraph Six shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory), by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation. All rights to indemnification under this Paragraph Six shall be deemed to be a contract between the Corporation and each director of the Corporation or any of its subsidiaries who serves or served in such capacity at any time while this Paragraph Six is in effect.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was or has agreed to become a director of the Corporation or any of its subsidiaries, or is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her or on his or her behalf in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Paragraph Six.

If this Paragraph Six or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify or advance expenses to each person entitled to indemnification or advancement of expenses, as the case may be, as to all expense, liability and loss actually and reasonably incurred or suffered by such person and for which indemnification or advancement of expenses, as the case may be, is available to such person pursuant to this Paragraph Six that shall not have been invalidated and to the full extent permitted by applicable law.

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

SEVENTH: 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 by law and in this

Certificate of Incorporation, and all rights conferred upon stockholders, directors and officers herein are granted subject to this reservation.