

**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
	Groupe City, Inc.		09/08/2010
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Gilt City, Inc.		
Street Address:	2 Park Avenue, 4th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10016		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Serial Number:	85106319	GILT CITY
CORRESPONDENCE DATA			
Fax Number:	(202)663-8007		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-663-8000		
Email:	dctm@pillsburylaw.com		
Correspondent Name:	Patrick J. Jennings		
Address Line 1:	2300 N Street, N.W.		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20037		
ATTORNEY DOCKET NUMBER:	026277-0388376		
NAME OF SUBMITTER:	Patrick J. Jennings		
Signature:	/Pat Jennings/		
Date:	06/20/2011		
Total Attachments: 3 source=Gilt City Name Change#page1.tif source=Gilt City Name Change#page2.tif source=Gilt City Name Change#page3.tif			

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# Delaware

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*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 CERTIFICATE OF AMENDMENT OF "GROUPE CITY, INC.", CHANGING ITS NAME FROM "GROUPE CITY, INC." TO "GILT CITY, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF SEPTEMBER, A.D. 2010, AT 2:16 O'CLOCK P.M.

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

4825295 8100

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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: 8215049

DATE: 09-08-10

TRADEMARK  
REEL: 004565 FRAME: 0728

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
GROUPE CITY, INC.**

**(Pursuant to Section 241 of the  
General Corporation Law of the State of Delaware)**

Groupe City, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "Corporation"),

**DOES HEREBY CERTIFY:**

- 1): That the Corporation has not received any payment for any of its stock.
- 2): That the Board of Directors duly adopted resolutions proposing to amend the Certificate of Incorporation of the Corporation to change the name of the Corporation to Gilt City, Inc.
- 3): That the Board of Directors duly adopted resolutions proposing to amend the Certificate of Incorporation of the Corporation to increase the authorized Common Stock of the Corporation to 20,000,000 shares of common stock, declaring said amendment to be advisable and in the best interests of the Corporation. The form of the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of the Corporation be amended and as follows:

**ARTICLE I**

Article I shall be and read as follows:

The name of this corporation shall be Gilt City, Inc.

**ARTICLE IV**

The first paragraph of Article IV is amended in its entirety as follows:

The Corporation shall have the authority to issue 20,000,000 shares of Common Stock, \$0.01 per share par value (the "Common Stock").

3): That said amendment has been duly adopted in accordance with Section 241 of the Delaware General Corporation Law.

**IN WITNESS WHEREOF**, this Certificate of Amendment has been executed by a duly authorized officer of the Corporation as of this 2<sup>nd</sup> day of September, 2010.

By: /s/ Kevin Ryan  
Name: Kevin Ryan  
Title: Chairman of the Board