

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
buzzd, Inc.		09/28/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	LocalResponse, Inc.		
Street Address:	37 W. 28th Street		
Internal Address:	5th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10001		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	85317078	LOCALRESPONSE	
CORRESPONDENCE DATA			
Fax Number:	(415)442-1001		
Phone:	(415) 442-1326		
Email:	ralpert@morganlewis.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Rochelle D. Alpert		
Address Line 1:	One Market, Spear Street Tower		
Address Line 4:	San Francisco, CALIFORNIA 94105		
ATTORNEY DOCKET NUMBER:	069764.2000		
NAME OF SUBMITTER:	Rochelle D. Alpert		
Signature:	/rda/		

CH \$40.00 85317078

900206705

**TRADEMARK
 REEL: 004657 FRAME: 0769**

Date:

11/08/2011

Total Attachments: 3

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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 "BUZZD, INC.", CHANGING ITS NAME FROM "BUZZD, INC." TO "LOCALRESPONSE, INC.", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2011, AT 12:49 O'CLOCK P.M.


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

4334187 8100

111049408



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9059168

DATE: 09-28-11

TRADEMARK
REEL: 004657 FRAME: 0771

FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BUZZD, INC.

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

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

DOES HEREBY CERTIFY:

1. That the name of this corporation is buzzd, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on April 13, 2007 under the name night entertainment, Inc.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

FIRST: The name of this corporation is LocalResponse, Inc. (the "Corporation").

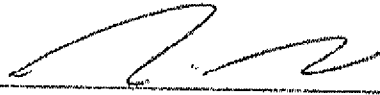
SECOND: The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Dr., Ste. #101, County of Kent, Dover, DE 19904. The name of its registered agent at such address is National Registered Agents, Inc.

THIRD: 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.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 155,000,000 shares of Common Stock, \$0.0001 par value per share ("Common Stock"), and (ii) 73,905,765 shares of Preferred Stock, \$0.0001 par value per share, comprised of (i) 26,553,365 shares of Series 1 Preferred Stock (the "Series 1 Preferred Stock"), and (ii) 47,352,400 shares of Series 2 Preferred Stock (the "Series 2 Preferred Stock," and together with the Series 1 Preferred Stock, the "Preferred Stock").

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 28th day of September, 2011.

By: 
Name: Nihal Mehta
Title: Chief Executive Officer