

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
Voxy, Inc.	FORMERLY Linguabyte, Inc.	07/19/2011	CORPORATION:
RECEIVING PARTY DATA			
Name:	Voxy, Inc.		
Doing Business As:	DBA Voxy, Inc.		
Street Address:	85 East 10th St.		
Internal Address:	Suite 5M		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10003		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85078496	VOXY	
Serial Number:	85095247	VOXY LEARN A LANGUAGE FROM LIFE	
CORRESPONDENCE DATA			
Fax Number:	(212)343-1159		
Phone:	508-259-1539		
Email:	aron@voxy.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:	Aron Grossman		
Address Line 1:	85 East 10th St., Suite 5M		
Address Line 4:	New York, NEW YORK 10003		
NAME OF SUBMITTER:	Aron Grossman		
Signature:	/Aron Grossman/		

OP \$65.00 85078496

900207795

TRADEMARK
 REEL: 004665 FRAME: 0137

Date:

11/22/2011

Total Attachments: 2

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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 "VOXY, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JULY, A.D. 2011, AT 3:30 O'CLOCK P.M.

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

4767021 8100

110836129

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8911537

DATE: 07-19-11

TRADEMARK
REEL: 004665 FRAME: 0139

**THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
VOXY, INC.**

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

Voxy, 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 Voxy, Inc. This corporation was originally incorporated pursuant to the General Corporation Law on December 18, 2009 under the name LinguaByte, Inc.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Second Amended and Restated 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 Second Amended and Restated Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

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

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, County of New Castle. The name of the registered agent of the corporation at that address is Corporation Service Company.

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) 6,000,000 shares of Common Stock, \$0.001 par value per share ("**Common Stock**"), and (ii) 2,760,429 shares of Preferred Stock, \$0.001 par value per share ("**Preferred Stock**"), of which (A) 1,064,521 shares shall be designated as Series A Preferred Stock, \$0.001 par value per share ("**Series A Preferred Stock**") and (B) 1,695,908 shares shall be designated as Series A-1 Preferred Stock, \$0.001 par value per share ("**Series A-1 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

TRADEMARK