

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|---|--------------------------------|----------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Certificate of Conversion | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| TALKTO LLC | | 12/23/2011 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | TALKTO, INC. | | |
| Street Address: | 212 Beacon Street, Unit 3 | | |
| City: | Boston | | |
| State/Country: | MASSACHUSETTS | | |
| Postal Code: | 02116 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 85460643 | TALKRANK | |
| Serial Number: | 85182614 | TALKTO | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (617)395-7070 | | |
| Phone: | 617-395-7000 | | |
| Email: | alhtrademarks@lalaw.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: | Ann Lamport Hammitte | | |
| Address Line 1: | One Main Street | | |
| Address Line 4: | Cambridge, MASSACHUSETTS 02142 | | |
| ATTORNEY DOCKET NUMBER: | T2056-2000, T2056-2001 | | |
| NAME OF SUBMITTER: | Ann Lamport Hammitte | | |
| Signature: | //alh// | | |

CH \$65.00 85460643

Date:

01/24/2012

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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "TALKTO LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "TALKTO LLC" TO "TALKTO, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2011, AT 11:23 O'CLOCK A.M.

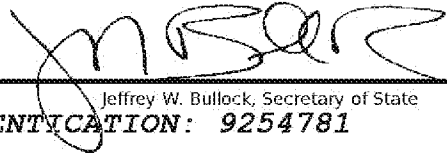
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9254781

DATE: 12-27-11

TRADEMARK
REEL: 004703 FRAME: 0699

**CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO
A CORPORATION PURSUANT TO
SECTION 265 OF THE DELAWARE
GENERAL CORPORATION LAW**

1. The jurisdiction where the limited liability company was first formed, and its jurisdiction immediately prior to filing this Certificate of Conversion, is the State of Delaware.

2. The date on which the limited liability company was first formed is November 17, 2010.

3. The name of the limited liability company immediately prior to the filing of this Certificate of Conversion is TalkTo LLC.

4. The name of the corporation as set forth in its Certificate of Incorporation is TalkTo, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting limited liability company has executed this Certificate of Conversion on the 23rd day of December, 2011.

By: /s/ Stuart Levinson
Name: Stuart Levinson
Title: Authorized Person