

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Serious Materials, Inc.		05/26/2011	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
Name:	Serious Energy, Inc.		
Street Address:	1250 Elko Dr.		
City:	Sunnyvale		
State/Country:	CALIFORNIA		
Postal Code:	94089		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
Property Type	Number	Word Mark	
Serial Number:	85249984	SERIOUSCAPITAL	
Serial Number:	85249993	SERIOUSFINANCE	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(214)200-0853		
Phone:	408 660 4120		
Email:	ipdocketing@haynesboone.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:	Lisa Garono		
Address Line 1:	2323 Victory Ave. - Ste. 700		
Address Line 4:	Dallas, TEXAS 75219-7673		
ATTORNEY DOCKET NUMBER:	70176.TBD		
NAME OF SUBMITTER:	Lisa A. Garono		
Signature:	/Lisa Garono/		

OP \$65.00 85249984

Date:

01/30/2012

**Total Attachments: 5**

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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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"SERIOUS ENERGY, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "SERIOUS MATERIALS, INC." UNDER THE NAME OF "SERIOUS ENERGY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 2011, AT 1:50 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JUNE, A.D. 2011.

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

4451368 8100M

110658083



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8798673

DATE: 05-31-11

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

TRADEMARK  
REEL: 004707 FRAME: 0355

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**SERIOUS ENERGY, INC.**

**INTO**

**SERIOUS MATERIALS, INC.**

**(Pursuant to Section 253 of the Delaware General Corporation Law)**

Serious Materials, Inc., a Delaware corporation (the "*Corporation*"), does hereby certify that:

1. The Corporation is organized and existing under the General Corporation Law of the State of Delaware.
2. The Corporation owns 100% of the outstanding shares of capital stock of Serious Energy, Inc., a Delaware corporation (the "*Subsidiary*").
3. On May 23, 2011 the board of directors of the Corporation adopted the resolutions attached hereto as Exhibit A, providing for the merger of the Subsidiary with and into the Corporation, with the Corporation as the surviving corporation (the "*Merger*"), which resolutions have not been amended or rescinded and are in full force and effect.
4. Pursuant to Section 253(b) of the General Corporation Law of Delaware, the name of the Corporation shall be changed to Serious Energy, Inc. as of the Effective Date.
5. The Merger shall become effective as of June 1, 2011 pursuant to the filing of this Certificate with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be duly executed in its corporate name by its duly authorized officer.

SERIOUS MATERIALS, INC.

By:   
Kevin Surace, Chief Executive Officer

Dated: May 26, 2011

**EXHIBIT A**

**RESOLUTIONS ADOPTED BY THE BOARD OF SERIOUS MATERIALS, INC.**

RESOLUTIONS OF  
THE BOARD OF THE DIRECTORS  
OF SERIOUS MATERIALS, INC.

May 23, 2011

*Merger of Serious Energy, Inc. into the Company*

**WHEREAS**, Serious Energy, Inc., a Delaware corporation ("***Serious Energy***") is a wholly-owned subsidiary of Serious Materials, Inc. (the "***Company***");

**WHEREAS**, the Company seeks to merge Serious Energy with and into the Company, with the Company as the surviving corporation (the "***Merger***") and to cancel all of the outstanding capital stock of Serious Energy as of June 1, 2011 (the "***Effective Date***") pursuant to the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

**WHEREAS**, in connection with, and as of the Effective Date of the Merger, the Company desires to change the name of the Company to "Serious Energy, Inc."

**NOW THEREFORE BE IT RESOLVED**, that the Board of Directors hereby authorizes the Merger of Serious Energy with and into the Company with the Company to be the surviving corporation of the Merger and the assumption by the Company of Serious Energy's liabilities and obligations;

**RESOLVED FURTHER**: that pursuant to Section 253(b) of the Delaware General Corporation Law, the name of the Company shall be changed to "Serious Energy, Inc." as of the Effective Date of the Merger;

**RESOLVED FURTHER**, that with the name of the Company so amended, the Certificate of Incorporation of the Company in effect immediately prior to the Merger shall be the Company's Certificate of Incorporation following the Merger;

**RESOLVED FURTHER**, that the Bylaws of the Company in effect immediately prior to the effectiveness of the Merger shall be the Bylaws of the Company following the Merger;

**RESOLVED FURTHER**, that each outstanding share of capital stock of Serious Energy shall be canceled and extinguished in the Merger and no consideration shall be issued in exchange therefor.

**RESOLVED FURTHER**, that the Merger is intended to be tax-free for United States federal income tax purposes.

**RESOLVED FURTHER**, that the directors and officers of the Company, as constituted immediately prior to the effectiveness of the Merger, shall be the directors and officers of the Company following the Merger.

**RESOLVED FURTHER**, that the Board of Directors hereby authorizes and directs the appropriate officers of the Company, and each of them, to prepare, execute, deliver and file all agreements and documents and instruments, including a Certificate of Ownership and Merger, and to take all other actions which may be necessary or proper to effect the Merger and hereby ratifies and confirms any and all actions taken heretofore to carry out the intent and accomplish the purpose of these resolutions.

**RESOLVED FURTHER**, that the Board of Directors hereby ratifies and approves all acts and deeds heretofore done by any director or officer of the Company intended to carry out the intent and accomplish the purpose of the foregoing resolutions.

**RESOLVED FURTHER**, that the taking of any action or the execution of any instrument by an officer of the Company in connection with the foregoing resolutions shall be conclusive of his determination that the same was necessary to serve the best interests of the Company.

**RESOLVED FURTHER**, that pursuant to Section 253(c) of the DGCL, the resolutions approving the Merger and the name change of the Company may be abandoned by the Board of Directors on its own initiative at any time prior to the time that the Certificate of Ownership and Merger becomes effective in accordance with Section 103 of the DGCL.