

## 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
Broadcast Facilities, Inc.		04/16/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Encompass Digital Media, Inc.		
Street Address:	2711 Centerville Road		
Internal Address:	Suite 400		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19808		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2924253	ENCOMPASS	
CORRESPONDENCE DATA			
Fax Number:	(215)655-2286		
Email:	trademarks@dechert.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:	Jacob Bishop		
Address Line 1:	Dechert LLP		
Address Line 2:	Cira Centre, 2929 Arch Street		
Address Line 4:	Philadelphia, PENNSYLVANIA 19104-2808		
ATTORNEY DOCKET NUMBER:	118421		
NAME OF SUBMITTER:	Jacob Bishop		
Signature:	/Jacob Bishop/		

Date:

02/08/2012

**Total Attachments: 5**

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AMENDED & RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
BROADCAST FACILITIES, INC.

(Pursuant to Section 103 of the  
General Corporation Law of the State of Delaware)

Broadcast Facilities, 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"), on this 16<sup>th</sup> day of April, 2010,

**DOES HEREBY CERTIFY:**

1. That the name of the corporation is Broadcast Facilities, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on December 27, 2007.

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 Encompass Digital Media, 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 its registered agent at such 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 One Thousand (1,000) shares of Common Stock, \$0.0001 par value per share ("Common 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 the Common Stock.

A. COMMON STOCK

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are set forth herein.

2. Voting. The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of shares of the Common Stock of the Corporation representing a

majority of the votes represented by all outstanding shares of the Common Stock of the Corporation entitled to vote, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

3. Dividends. Except as may be otherwise set forth herein, dividends shall be payable to the holders of Common Stock as shares of Common Stock only when, as, and if declared by the Board of Directors, and the Corporation shall be under no obligation to pay such dividends.

4. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Common Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, plus any dividends declared but unpaid thereon.

4.1 Distribution of Remaining Assets. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among the holders of the Common Stock, pro rata based on the number of shares held by each such holder.

4.2 Deemed Liquidation Events.

4.2.1 Definition. Each of the following events shall be considered a “**Deemed Liquidation Event**” unless the holders of at least 51% of the outstanding shares of Common Stock elect otherwise by written notice sent to the Corporation at least 5 days prior to the effective date of any such event:

(a) a merger, consolidation, reorganization or other similar transaction involving the Corporation or any subsidiary of the Corporation, except any such transaction in which the shares of capital stock of the Corporation outstanding immediately prior to such transaction continue to represent (in substantially the same proportions), or are converted into or exchanged for shares of capital stock that represent, immediately following such transaction, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such transaction, the parent corporation of such surviving or resulting corporation (provided that, for the purpose of this Subsection 2.3.1, all shares of Common Stock issuable upon exercise of Options (as defined below) outstanding immediately prior to such transaction or upon conversion of Convertible Securities (as defined below) outstanding immediately prior to such transaction shall be deemed to be outstanding immediately prior to such transaction and, if applicable, converted or exchanged in such transaction on the same terms as the actual outstanding shares of Common Stock are converted or exchanged);

(b) a transaction or series of related transactions that results in the transfer, directly or indirectly, to a new single holder or group of affiliated holders, of 50% or more of the capital stock of the Corporation; or

(c) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole or the sale or disposition (whether by merger or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its

subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where the holders of capital stock of the Corporation outstanding immediately prior to such sale, lease, transfer, exclusive license or other disposition hold, directly or indirectly (in substantially the same proportions) at least a majority of the capital stock of the purchaser, lessee, transferee, licensee or other acquirer.

4.2.2 Effecting a Deemed Liquidation Event. The Corporation shall not have the power to effect a Deemed Liquidation Event involving a merger or consolidation in which the Corporation is a constituent party unless the governing documentation for such transaction provides that the consideration payable to the stockholders of the Corporation shall be allocated among the holders of capital stock of the Corporation in accordance with Subsections 4.1 and 4.2.

4.2.3 Amount Deemed Paid or Distributed. The amount deemed paid or distributed to the holders of capital stock of the Corporation upon any Deemed Liquidation Event shall be the cash or the value of the property, rights or securities paid or distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or securities shall be determined in good faith by the Board of Directors as of the date of distribution.

**FIFTH:** Subject to any additional vote required by the Certificate of Incorporation or Bylaws, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

**SIXTH:** Subject to any additional vote required by the Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

**SEVENTH:** Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**EIGHTH:** Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**NINTH:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**TENTH:** To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

\* \* \*

3. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

4. That this Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation as of the date first written above.

By:   
Simon Bax, Secretary

*(A&R Certificate of Incorporation)*

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RECORDED: 02/08/2012

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REEL: 004713 FRAME: 0796