

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
Know Labs, Inc.		02/15/2012	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Udacity, Inc.		
Street Address:	2390 El Camino Real, Suite 100		
City:	Palo Alto		
State/Country:	CALIFORNIA		
Postal Code:	94306		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	85529966	BE UDACIOUS	
Serial Number:	85519076	UDACITY	
Serial Number:	85518567	KNOW LABS	
CORRESPONDENCE DATA			
Fax Number:	(415)984-8701		
Phone:	415-984-8700		
Email:	aechery@omm.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:	Mark E. Miller, Esq.		
Address Line 1:	O'Melveny & Myers LLP		
Address Line 2:	Two Embarcadero Center, 28th Floor		
Address Line 4:	San Francisco, CALIFORNIA 94111		
ATTORNEY DOCKET NUMBER:	0464900-00003		
NAME OF SUBMITTER:	Alexandra C. Echery		

CH \$90.00 85529966

Signature:	/ACE/
Date:	02/23/2012
Total Attachments: 2 source=KNOW LABS Inc - Udacity Inc DE - CERTIFICATE OF AMENEMENT#page1.tif source=KNOW LABS Inc - Udacity Inc DE - CERTIFICATE OF AMENEMENT#page2.tif	

Delaware

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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 AMENDMENT OF "KNOW LABS, INC.", CHANGING ITS NAME FROM "KNOW LABS, INC." TO "UDACITY, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF FEBRUARY, A.D. 2012, AT 3:16 O'CLOCK P.M.

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

4992550 8100

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9371337

DATE: 02-16-12

TRADEMARK
REEL: 004723 FRAME: 0601

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
KNOW LABS, INC.**

Know Labs, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The original Certificate of Incorporation of the corporation was filed with the Secretary of State of Delaware on June 24, 2011. Upon the filing of the original Certificate of Incorporation, the name of the corporation was Know Labs, Inc.

SECOND: The Amended and Restated Certificate of Incorporation of the corporation is hereby amended by deleting the text of Article One in its entirety and substituting the following therefor:

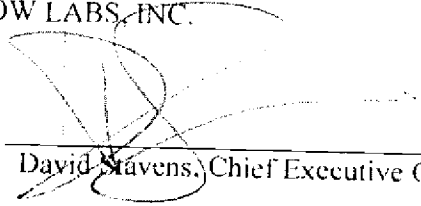
"FIRST: The name of this corporation is Udacity, Inc. (the "**Corporation**")"

THIRD: The foregoing amendment of the Amended and Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware by the directors and stockholders of the Corporation.

IN WITNESS WHEREOF, Know Labs, Inc. has caused this Certificate to be signed by its Chief Executive Officer on this 15th day of February, 2012.

KNOW LABS, INC.

By:



David Stavens, Chief Executive Officer