

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/01/2008

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Kewill Solutions North America, Inc.		06/06/2008	CORPORATION: MASSACHUSETTS

RECEIVING PARTY DATA	
Name:	Kewill Systems, Inc.
Street Address:	1 Executive Drive
City:	Chelmsford
State/Country:	MASSACHUSETTS
Postal Code:	01824
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1780072	CLIPPERSHIP
Registration Number:	1738794	TRACER

CORRESPONDENCE DATA

Fax Number:
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: susan.zablocki@kirkland.com
 Correspondent Name: Susan Zablocki
 Address Line 1: Kirkland & Ellis LLP
 Address Line 2: 601 Lexington Avenue
 Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	12626-74
--------------------------------	----------

CH \$65.00 1780072

NAME OF SUBMITTER:	Susan Zablocki
Signature:	/susan zablocki/
Date:	06/28/2012
Total Attachments: 17 source=Kewill Inc - DE Certificate of Incorporation#page1.tif source=Kewill Inc - DE Certificate of Incorporation#page2.tif source=Kewill Inc - DE Certificate of Incorporation#page3.tif source=Kewill Inc - DE Certificate of Incorporation#page4.tif source=Kewill Inc - DE Certificate of Incorporation#page5.tif source=Kewill Inc - DE Certificate of Incorporation#page6.tif source=Kewill Inc - DE Certificate of Incorporation#page7.tif source=Kewill Inc - DE Certificate of Incorporation#page8.tif source=Kewill Inc - DE Certificate of Incorporation#page9.tif source=Kewill Inc - DE Certificate of Incorporation#page10.tif source=Kewill Inc - DE Certificate of Incorporation#page11.tif source=Kewill Inc - DE Certificate of Incorporation#page12.tif source=Kewill Inc - DE Certificate of Incorporation#page13.tif source=Kewill Inc - DE Certificate of Incorporation#page14.tif source=Kewill Inc - DE Certificate of Incorporation#page15.tif source=Kewill Inc - DE Certificate of Incorporation#page16.tif source=Kewill Inc - DE Certificate of Incorporation#page17.tif	

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "KEWILL INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1997, AT 3 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SIXTH DAY OF JULY, A.D. 1999, AT 4:30 O'CLOCK P.M.

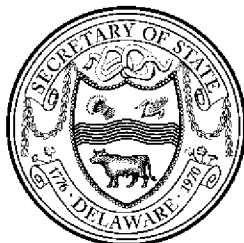
CERTIFICATE OF AGREEMENT OF MERGER, FILED THE EIGHTEENTH DAY OF JUNE, A.D. 2008, AT 2:58 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE EIGHTEENTH DAY OF JUNE, A.D. 2008, AT 2:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY, A.D. 2008.

CERTIFICATE OF MERGER, FILED THE EIGHTEENTH DAY OF JUNE, A.D. 2008, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY,



2822412 8100H

120552985

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9567983

DATE: 05-11-12

TRADEMARK
REEL: 004810 FRAME: 0090

Delaware

PAGE 2

The First State

A.D. 2008.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "KEWILL SYSTEMS, INC." TO "KEWILL INC.", FILED THE FIFTEENTH DAY OF SEPTEMBER, A.D. 2008, AT 5:33 O'CLOCK P.M.


CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE NINETEENTH DAY OF NOVEMBER, A.D. 2009, AT 9:50 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "KEWILL INC.".

2822412 8100H

120552985




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9567983

DATE: 05-11-12

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

TRADEMARK
REEL: 004810 FRAME: 0091

**CERTIFICATE OF INCORPORATION
OF
KEWILL SYSTEMS, INC.**

The undersigned, a natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

FIRST: The name of the Corporation is Kewill Systems, Inc. (hereinafter called the "Corporation").

SECOND: The address, including street, number, city, and county, of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Zip Code 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business and the purposes to be conducted and promoted by the Corporation shall be: To conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of stock that the Corporation is authorized to issue is Ten Thousand (10,000) shares, consisting of Ten Thousand (10,000) shares of Common Stock with a par value of \$.001 per share.

FIFTH: The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Stephen J. Schrader	c/o Morrison & Foerster LLP 755 Page Mill Road Palo Alto, CA 94304

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation, and regulation of the powers of the Corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

(a) The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the Corporation would have if there were no vacancies. No election of directors need be by written ballot.

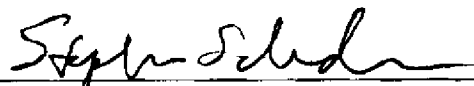
(b) After the original or other Bylaws of the Corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the Corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the Bylaws of the Corporation may be exercised by the Board of directors of the Corporation; provided, however, that any provision for the classification of directors of the Corporation for staggered terms pursuant to the provisions of subsection (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial Bylaw adopted by the stockholders entitled to vote of the Corporation unless provisions for such classification shall be set forth in this Certificate of incorporation.

(c) Whenever the Corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the Corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the Certificate of Incorporation shall entitle the holder thereto to the right to vote any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of Section 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

NINTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of Paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ELEVENTH: From time to time any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article ELEVENTH.



Stephen J. Schrader

CERTIFICATE OF MERGER

OF

**ARISTO COMPUTERS, INC.,
an Oregon corporation**

INTO

**KEWILL SYSTEMS, INC.,
a Delaware corporation**

The undersigned corporation hereby certifies that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
Aristo Computers, Inc. ("Aristo")	Oregon
Kewill Systems, Inc. ("Kewill")	Delaware

SECOND: An Agreement and Plan of Merger dated as of July 26, 1999 (the "Merger Agreement"), providing for the merger of Aristo with and into Kewill has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252(c) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Kewill Systems, Inc.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be the same as its Certificate of Incorporation in effect immediately before the merger.

FIFTH: The Merger Agreement is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is as follows:

Kewill Systems, Inc.
101 Billerica Avenue
North Billerica, MA 01862


SIXTH: A copy of the Merger Agreement will be by the furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital of Aristo consists of Five Hundred (500) shares of voting common stock.


EIGHTH: This Certificate of Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

Dated July 26 1999

KEWILL SYSTEMS, INC.,
a Delaware corporation

By: 
Richard A. H. Broad
Chief Financial Officer

ATTEST:

By: 
Richard A. H. Broad
Secretary

**STATE OF DELAWARE
DELAWARE INTO DELAWARE
AGREEMENT OF MERGER**

Now on this 6th day of June,
2008 A.D., the Kewill Systems, Inc.
and the Innovate I.T. Logistics Systems, Inc.
both Delaware Corporations, pursuant to Section 251 of the General Corporation Law of
the State of Delaware, have entered into the following Agreement of Merger;

WITNESSETH that:

WHEREAS, the respective Boards of Directors of the foregoing named
corporations deem it advisable that the corporations merge into a single corporation as
hereinafter specified; and

WHEREAS, said Kewill Systems, Inc.
filed its Certificate of Incorporation in the office of the Secretary of State of the State of
Delaware on 11/18/1997; and

WHEREAS, said Innovate I.T. Logistics Systems, Inc.
filed its Certificate of Incorporation in the office of the Secretary of State of the State of
Delaware on 03/16/2000;

NOW, THEREFORE, the corporations, parties to this Agreement, by and between their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and of carrying the same into effect as follows:

FIRST: The Kewill Systems, Inc. hereby merges into itself Innovate I.T. Logistics Systems, Inc. and said Innovate I.T. Logistics Systems, Inc. shall be and hereby is merged into Kewill Systems, Inc. _____, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Kewill Systems, Inc. _____, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of each of the constituent corporations shall be as follows:

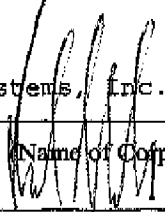
Each issued and outstanding interest of common stock in Innovate shall be forthwith converted into fully paid par value of equivalent value in Kewill Systems, Inc.

FOURTH: This merger shall become effective upon filing with the Secretary of State of Delaware.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to authority duly given by their respective Boards of Directors, have caused this Agreement of Merger to be executed by an authorized officer of each party hereto.

Kewill Systems, Inc.

(Name of Corporation)

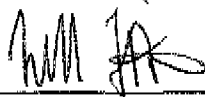
By: 
Authorized Officer

Name: Paul Nichols
Print or Type

Title: Chief Executive Officer

Innovate I.T. Logistics System

(Name of Corporation)

By: 
Authorized Officer

Name: Niall Fitzgibbon
Print or Type

Title: Chief Financial Officer

TRADEMARK

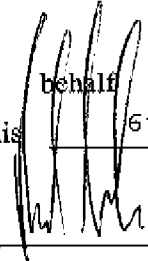
REEL: 004810 FRAME: 0100

I, Paul Nichols
Secretary of Kewill Systems, Inc., a corporation organized
and existing under the laws of the State of Delaware, hereby certify, as such Secretary of
the said corporation, that the Agreement of Merger to which this certificate is attached,
after having been first duly signed on behalf of said corporation by an authorized officer
of Kewill Systems, Inc.

, a corporation of the State of
Delaware, was duly submitted to the stockholders of said
Kewill Systems, Inc.

, at a special
meeting of said stockholders called and held separately from the meeting of stockholders
of any other corporation, upon waiver of notice, signed by all the stockholders, for the
purpose of considering and taking action upon said Agreement of Merger, that
9,963 shares of stock of said corporation were on said date issued and
outstanding and that the holder of 9,963 shares voted by ballot in favor of
said Agreement of Merger and the holders of 100 shares voted by
ballot against same, the said affirmative vote representing at least a majority of the total
number of shares of the outstanding capital stock of said corporation, and that thereby the
Agreement of Merger was at said meeting duly adopted as the act of the stockholders of
said Kewill Systems, Inc., and the duly adopted
agreement of said corporation.

WITNESS my hand on behalf of said
Kewill Systems, Inc. on this 6th day of
June, 2008

By: 
Secretary

Name: Paul Nichols
Printed or Typed

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Kewill Systems, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Kewill Solutions North America, Inc., a Massachusetts corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Kewill Systems, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation. (If amendments are affected please set forth)

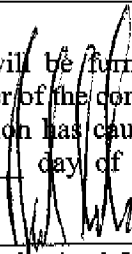
FIFTH: The authorized stock and par value of the non-Delaware corporation is 10,000 shares at .001 par value.

SIXTH: The merger is to become effective on July 1, 2008.

SEVENTH: The Agreement of Merger is on file at 100 Nickerson Road, Marlborough, MA 01752, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 6th day of June, A.D., 2008.

By: 
Authorized Officer

Name: Paul Nichols
Print or Type

Title: Chief Executive Officer

TRADEMARK

REEL: 004810 FRAME: 0103

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Kewill Systems, Inc., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is Trade Point Systems LLC a (list jurisdiction) New Hampshire limited liability company.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Kewill Systems, Inc.

FOURTH: The merger is to become effective on July 1, 2008

FIFTH: The Agreement of Merger is on file at 100 Nickerson Road, Marlborough, MA 01752 the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 13th day of JUNE, A.D., 2008.

By: K-Dodge
Authorized Officer

Name: Kim Dodge
Print or Type

Title: Treasurer

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:33 PM 09/15/2008
FILED 05:33 PM 09/15/2008
SRV 080955415 - 2822412 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of

Kewill Systems, Inc.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

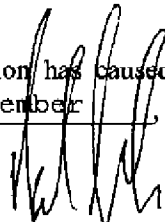
RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "First" so that, as amended, said Article shall be and read as follows:

The name of the Corporation is Kewill Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this Tenth day of September, 2008.

By: 

Authorized Officer

Title: Chief Executive Officer

Name: Paul Nichols

Print or Type

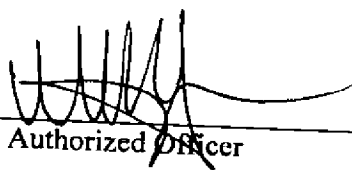
**STATE OF DELAWARE
CERTIFICATE OF CHANGE
OF REGISTERED AGENT AND/OR
REGISTERED OFFICE**

The Board of Directors of Kewill Inc.
a Delaware Corporation, on this 17th day of
November , A.D. , do hereby resolve and order that the
location of the Registered Office of this Corporation within this State be, and the
same hereby is Registered Agent Solutions, Inc.
32 W. Loockerman STE. 201 Street, in the City of Dover
County of Kent Zip Code 19904

The name of the Registered Agent therein and in charge thereof upon whom
process against this Corporation may be served, is Registered Agent
Solutions, Inc.

The Corporation does hereby certify that the foregoing is a true copy of a
resolution adopted by the Board of Directors at a meeting held as herein stated.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be
signed by an authorized officer, the 18TH day of November,
A.D., 2009.

By: 
Authorized Officer

Name: William Hagan
Print or Type

Title: Secretary