

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
COLLECTIVE MEDIA, INC.		09/26/2007	CORPORATION: NEW YORK

RECEIVING PARTY DATA	
Name:	COLLECTIVE MEDIA, INC.
Street Address:	254 West 31st. Street
Internal Address:	12th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10001
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7		
Property Type	Number	Word Mark
Serial Number:	85002121	THE AUDIENCE ENGINE
Serial Number:	77853114	AUDIENCE HD
Serial Number:	77853028	C COLLECTIVE THE AUDIENCE ENGINE
Serial Number:	77581830	PERSONIFI
Serial Number:	77545695	COLLECTIVE VIDEO
Serial Number:	77458389	DIRECTIVE NETWORK
Serial Number:	77415883	COLLECTIVE NETWORK

CORRESPONDENCE DATA	
Fax Number:	9735972400
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	973-597-2500
Email:	lstrademark@lowenstein.com
Correspondent Name:	Vanessa A. Ignacio, Esq.

CH \$190.00 85002121

Address Line 1: Lowenstein Sandler PC
Address Line 2: 65 Livingston Avenue
Address Line 4: Roseland, NEW JERSEY 07068-1791

ATTORNEY DOCKET NUMBER: 21081.2

NAME OF SUBMITTER: Vanessa A. Ignacio, Esq.

Signature: /Vanessa A. Ignacio/

Date: 08/07/2012

Total Attachments: 5
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**CERTIFICATE OF CONVERSION
OF
COLLECTIVE MEDIA, INC.**

Pursuant to Section 265 of the Delaware General Corporation Law

1. The jurisdiction where the Non-Delaware Corporation first formed is New York.
2. The jurisdiction immediately prior to filing this Certificate is New York.
3. The date the Non-Delaware Corporation first formed is October 20, 2006.
4. The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Collective Media, Inc.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Collective Media, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation has executed this Certificate on the 25th day of September, 2007.

By: _____


Name: Joseph Appendi
Title: CEO

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:20 PM 09/26/2007
FILED 02:20 PM 09/26/2007
SRV 071058445 - 4430496 FILE

**CERTIFICATE OF INCORPORATION
OF
COLLECTIVE MEDIA, INC.**

FIRST: The name of the corporation is Collective Media, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle. The name of its registered agent at such address is the Corporation Trust Compay.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The aggregate number of shares which this corporation shall have the authority to issue is One Million (1,000,000) with a par value of \$.001 per share.

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

Name	Address
Joseph Appendi	254 West 31 st Street, 12 th Floor New York, NY 10001

SIXTH: The number of directors constituting the entire Board shall be fixed from time to time by resolution of the Board, provided, however, that the number of directors shall not be reduced so as to shorten the term of any director at the time in office.

SEVENTH: The Board of Directors of the corporation is expressly authorized to make, alter or repeal bylaws of the corporation, but the stockholders may make additional bylaws and may alter or repeal any bylaw whether adopted by them or otherwise.

EIGHTH: Election of directors need not be by written ballot except and to the extent provided in the bylaws of the corporation.

NINTH: The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented from time to time, indemnify and advance expenses to, (i) its directors and officers and (ii) any person who at the request of the Corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section as amended or supplemented (or any successor), provided, however, that except with respect to proceedings to enforce rights to indemnification, the By-Laws of the Corporation may provide that the Corporation shall indemnify any director, officer or such person in

connection with a proceeding (or part thereof) initiated by such director, officer or such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The Corporation, by action of its Board of Directors, may provide indemnification or advance expenses to employees and agents of the Corporation or other persons only on such terms and conditions and to the extent determined by the Board of Directors in its sole and absolute discretion. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in their 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 a person.

TENTH: No director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as in effect at the time such liability or limitation thereof is determined. No amendment, modification or repeal of this Article shall apply to or have any effect on the liability of alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal. If the General Corporation law of the State of Delaware is amended after approval by the stockholders of this Article 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 of the State of Delaware, as so amended.

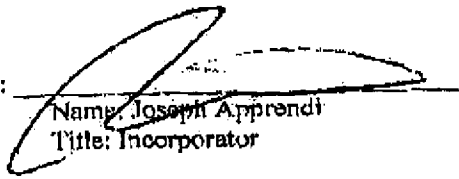
ELEVENTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way 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 matter as the said court directs. If a majority in number representing three-fourths (3/4) in value of the creditors or class of creditors, any/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 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.

TWELFTH: 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.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinabove named,
does hereby execute this Certificate of Incorporation this 25th day of September, 2007.

By:



Name: Joseph Apprendi
Title: Incorporator

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