

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/28/2010

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Moore or Lesh, LLC		10/28/2010	LIMITED LIABILITY COMPANY: DISTRICT OF COLUMBIA

RECEIVING PARTY DATA	
Name:	Optoro, Inc.
Street Address:	5001-A Forbes Boulevard
City:	Lanham
State/Country:	MARYLAND
Postal Code:	20706
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	3833762	OPTORO

CORRESPONDENCE DATA

Fax Number: 2028427899
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 2028427800
 Email: mobleysg@cooley.com
 Correspondent Name: Peter J. Willsey
 Address Line 1: 777 6th St., NW, Suite 1100
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20001

ATTORNEY DOCKET NUMBER:	313006-20000
NAME OF SUBMITTER:	Susan Mobley

CH \$40.00 3833762

Signature:	/Susan Mobley/
Date:	11/08/2012
Total Attachments: 5 source=OptoroCertificate of Ownership and Merger 10-28-2010#page1.tif source=OptoroCertificate of Ownership and Merger 10-28-2010#page2.tif source=OptoroCertificate of Ownership and Merger 10-28-2010#page3.tif source=OptoroCertificate of Ownership and Merger 10-28-2010#page4.tif source=OptoroCertificate of Ownership and Merger 10-28-2010#page5.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 OWNERSHIP, WHICH MERGES:

"MOORE OR LESH, L.L.C.", A DISTRICT OF COLUMBIA CORPORATION, WITH AND INTO "OPTORO, INC." UNDER THE NAME OF "OPTORO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2010, AT 6:23 O'CLOCK P.M.

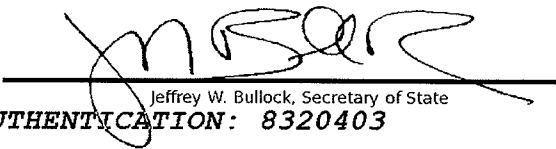
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4891256 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8320403

DATE: 10-29-10

TRADEMARK
REEL: 004896 FRAME: 0196

CERTIFICATE OF OWNERSHIP AND MERGER

MOORE OR LESH, L.L.C., A DISTRICT OF COLUMBIA LIMITED LIABILITY COMPANY

INTO

OPTORO, INC., A DELAWARE CORPORATION

Pursuant to Section 267 of the Delaware General Corporation Law, Optoro, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware, and Moore or Lesh, L.L.C., a limited liability company organized and existing under and by virtue of the laws of the District of Columbia,

EACH DO HEREBY CERTIFY:

FIRST: That the names and states of incorporation of the constituent entities of the merger are as follows:

NAME:

STATE OF INCORPORATION:

Optoro, Inc.
("Optoro")

Delaware

Moore or Lesh, L.L.C.
("LLC")

District of Columbia

SECOND: The constituent entities have approved, adopted, certified, executed and acknowledged an Agreement and Plan of Merger dated as of October 28, 2010 ("*Plan of Merger*") in accordance with the requirements of the General Corporation Law of the State of Delaware.

THIRD: LLC is the sole stockholder of Optoro.

FOURTH: The Board of Directors of Optoro has adopted the resolutions attached as **EXHIBIT A** hereto approving the Plan of Merger and the merger of LLC with and into Optoro as of October 28, 2010.


FIFTH: The name of the surviving corporation will be Optoro, Inc., a Delaware corporation.

SIXTH: The Certificate of Incorporation of Optoro will be the certificate of incorporation of the surviving corporation.

SEVENTH: An executed copy of the Plan of Merger is on file at the office of Optoro, located at 5001-A Forbes Boulevard, Lanham, MD 20706, and a copy of such agreement will be furnished, without cost, at the request of any stockholder or member of the constituent entities.

IN WITNESS WHEREOF, each of the undersigned entities, has caused this Certificate of Ownership and Merger to be signed by its duly authorized representative on October __, 2010.

OPTORO, INC.

By: 
Tobin Moore
Chief Executive Officer

MOORE OR LESH, L.L.C.


By: 
Tobin Moore
Chief Executive Officer

EXHIBIT A
BOARD RESOLUTIONS

AGREEMENT AND PLAN OF MERGER

WHEREAS, the Board has determined that it is in the best interests of the Company and its stockholders to merge LLC with and into the Company (the "**Merger**"), to effect the reincorporation of LLC in Delaware, with the Company being the surviving corporation of such Merger, in accordance with the terms and conditions of the Agreement and Plan of Reorganization (the "**Merger Agreement**") in substantially the form attached hereto as **EXHIBIT F**; and

WHEREAS, the Merger is intended to qualify as a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code.

RESOLVED, that the Company enter into the Merger Agreement, substantially in the form presented to the Board, with such changes and modifications therein as the officers executing the same will approve (such approval to be conclusively evidenced by such officer's execution thereof), and that the appropriate officers of the Company be, and they hereby are, authorized and directed to execute and deliver the Merger Agreement and to take all actions that they may deem necessary and appropriate in connection therewith;

RESOLVED FURTHER, that the Merger is hereby approved and, the appropriate officers of the Company are hereby authorized and directed to take all such actions as may be appropriate or necessary to effectuate the Merger, including, without limitation, the execution and filing of documents with the Secretary of State of the State of Delaware and the Mayor of the District of Columbia.

RESOLVED FURTHER, that, assuming consummation of the Merger, upon the effective date of the Merger, each unit of membership interest of LLC issued and outstanding immediately prior thereto will by virtue of the Merger be converted into and exchanged for the consideration provided for in the Merger Agreement and that the appropriate officers be, and they hereby are, authorized to issue the shares of the Company's Common Stock or Series Seed Preferred Stock to the former stockholders of LLC as provided for in the Merger Agreement;

RESOLVED FURTHER, that, assuming consummation of the Merger, upon the effective date of the Merger, each share of capital stock of the Company issued and outstanding immediately prior thereto will, by virtue of the Merger and without any action by the Company, or the holder of such shares, be canceled and returned to the status of authorized but unissued shares; and

RESOLVED FURTHER, that the officers of the Company be, and they hereby are, authorized and directed to execute, deliver, perform, file and record all such documents or instruments and take all such actions as such officers in their discretion may deem necessary or

desirable in connection with the foregoing resolutions in order to consummate the intents and purposes thereof.

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RECORDED: 11/08/2012

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