

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion to corporation		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
KeyMe, LLC		05/30/2012	LIMITED LIABILITY COMPANY: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
Name:	KeyMe, Inc.		
Street Address:	45-50 30th Street		
Internal Address:	7th Floor		
City:	Long Island City		
State/Country:	NEW YORK		
Postal Code:	11101		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
Property Type	Number	Word Mark	
Serial Number:	85594085	KEYME	
Serial Number:	85594099	KEYME	
<b>CORRESPONDENCE DATA</b>			
Fax Number: <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	info@byrnepoh.com		
Correspondent Name:	Byrne Poh LLP		
Address Line 1:	11 Broadway, Ste 814		
Address Line 4:	New York, NEW YORK 10004		
ATTORNEY DOCKET NUMBER:	1105250.120		
NAME OF SUBMITTER:	Philip R. Poh		
Signature:	/Philip R. Poh/		

OP \$65.00 85594085

Date:

12/05/2012

Total Attachments: 2

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "KEYME, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "KEYME, LLC" TO "KEYME, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D. 2012, AT 3:32 O'CLOCK P.M.

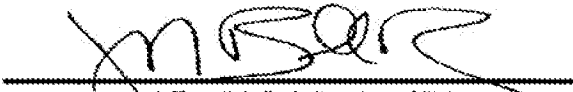
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5163775 8100V

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9613735

DATE: 06-01-12

TRADEMARK  
REEL: 004912 FRAME: 0760

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is CALIFORNIA
- 2.) The jurisdiction immediately prior to filing this Certificate is CALIFORNIA
- 3.) The date the Limited Liability Company first formed is APRIL 15, 2010
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is KEYME, LLC
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is KEYME, INC.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 30 day of MAY, A.D. 2012

By: 

Name: GREGORY AARON MARSH

Print or Type

Title: SOLE DIRECTOR

Print or Type