

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
H2O AUDIO, INC.		08/07/2012	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	X-1 Audio, Inc.		
Street Address:	5771 Copley Drive, Suite 102		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92111		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 8			
Property Type	Number	Word Mark	
Registration Number:	2991807	H2O AUDIO	
Registration Number:	3076097		
Serial Number:	85670213	X-1	
Serial Number:	85670220	X-1	
Serial Number:	85670241	X-1	
Serial Number:	85670227	X-1	
Serial Number:	85670232	X-1	
Serial Number:	85694965	X-1	
CORRESPONDENCE DATA			
Fax Number:	8585506420		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(858) 550 6000		
Email:	trademarks@cooley.com		
Correspondent Name:	John Paul Oleksiuk / Cooley LLP		

CH \$215.00 2991807

Address Line 1: 1299 Pennsylvania Avenue, NW, Suite 700
Address Line 4: Washington, DISTRICT OF COLUMBIA 20004

ATTORNEY DOCKET NUMBER:	X-1 AUDIO/TRADEMARKS
NAME OF SUBMITTER:	John Paul Oleksiuk
Signature:	/John Paul Oleksiuk/
Date:	04/16/2013

Total Attachments: 3
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FILED *MLD*
in the office of the Secretary of State
of the State of California
AUG 28 2012

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
H2O AUDIO, INC.**

The undersigned, Carl A. Thomas, hereby certifies that:

1. He is the duly elected and acting President, Chief Executive Officer and Secretary of H2O Audio, Inc., a California corporation.

2. Article I of the Articles of Incorporation of this corporation shall be amended and restated in its entirety to read as follows:

“The name of this corporation is X-1 Audio, Inc. (the “Corporation” or the “Company”).”

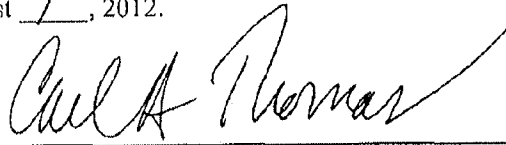
3. The foregoing amendment to the Amended and Restated Articles of Incorporation of the Company has been duly approved by the Company’s Board of Directors.

4. The foregoing amendment was approved by the holders of the requisite number of shares of this corporation in accordance with Sections 902 and 903 of the California General Corporation Law. The total number of outstanding shares entitled to vote with respect to the foregoing amendment was 17,556,261 shares of Common Stock, 65,856 shares of Series A-1 Preferred Stock, 752,047 shares of Series B-1 Preferred Stock, 13,627,072 shares of Series C-2 Preferred Stock and 23,571,573 shares of Series D Preferred Stock. There are no shares of Series C-3 Preferred Stock outstanding. The number of shares voting in favor of the foregoing amendment equaled or exceeded the vote required. The percentage vote required was a majority of the outstanding shares of Series C-2 Preferred Stock and Series D Preferred Stock, voting together as a single class; and a majority of the Common Stock, Series A-1 Preferred Stock, Series B-1 Preferred Stock, Series C-2 Preferred Stock, and Series D Preferred Stock voting together as a single class.

[SIGNATURE PAGE FOLLOWS]

The undersigned certifies under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of his own knowledge.

Executed at San Diego, California, on August 2nd, 2012.

A handwritten signature in cursive script that reads "Carl A. Thomas". The signature is written in black ink and is positioned above a horizontal line.

Carl A. Thomas
President, Chief Executive Officer and Secretary



I hereby certify that the foregoing
 document is a true and correct copy of the
 original as it is in the custody of the
 Secretary of State's office.

DEC 2 9 2012

Date: _____ *DMF*

John B. ...

JOHN B. ... Secretary of State