

## 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
Amplify Social, Inc.		01/07/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Virtual Fan Network, Inc.		
Street Address:	475 Sansome St # 730		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94111		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	4196155	VIRTUAL FAN NETWORK	
Registration Number:	4204757	AMPLIFY SOCIAL	
Registration Number:	4204758	AMPLIFYSOCIAL	
Registration Number:	4307513	VF VIRTUAL FAN NETWORK	
Serial Number:	85765878	VF VFNZONE	
Serial Number:	85765859	VFNZONE	
Serial Number:	85844123	S	
Serial Number:	85836766	SQOR	
Serial Number:	85844126	SQOR	
CORRESPONDENCE DATA			
Fax Number:	704-918-12		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	704-245-6515		
Email:	bdavis@vlpawgroup.com		

OP \$240.00 4196155

Correspondent Name: Brian M. Davis  
Address Line 1: 5960 Fairview Road; Suite 400  
Address Line 4: Charlotte, NORTH CAROLINA 28210

NAME OF SUBMITTER:	Brian M. Davis
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Signature:	/Brian M. Davis/
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Date:	08/09/2013
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**Total Attachments: 5**  
source=19 AR Certificate of Incorporation With Name Change#page1.tif  
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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "AMPLIFY SOCIAL, INC.", CHANGING ITS NAME FROM "AMPLIFY SOCIAL, INC." TO "VIRTUAL FAN NETWORK, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JANUARY, A.D. 2013, AT 8:23 O'CLOCK P.M.

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

4989880 8100

130021902



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: 0130300

DATE: 01-08-13

TRADEMARK  
REEL: 005088 FRAME: 0661

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AMPLIFY SOCIAL, INC.**

The undersigned, Brian Wilhite, hereby certifies that:

1. The undersigned is the duly elected and acting President of Amplify Social, Inc., a Delaware corporation.
2. The Certificate of Incorporation of this corporation was originally filed with the Secretary of State of Delaware on May 31, 2011.
3. The Certificate of Incorporation of this corporation shall be amended and restated to read in full as follows:

“

**ARTICLE I**

The name of the corporation is Virtual Fan Network, Inc. (the “**Company**”).

**ARTICLE II**

The address of the Company’s registered office in the State of Delaware is 2140 S. Dupont Hwy, in the City of Camden, County of Kent, Zip Code 19934. The name of the registered agent at such address is Paracorp Incorporated.

**ARTICLE III**

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time.

**ARTICLE IV**

This Company is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 100,000,000 with a par value of \$0.00001 per share.

**ARTICLE V**

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

## ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

## ARTICLE VII

Whenever a compromise or arrangement is proposed between the Company and its creditors or any class of them and/or between the Company 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 the Company or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Company 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 the Company 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 the Company, 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 the Company, as the case may be, agree to any compromise or arrangement and to any reorganization of the Company 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 the Company, as the case may be, and also on the Company.

## ARTICLE VIII

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

The Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by the Delaware General Corporation Law, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to

employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### ARTICLE IX

Except as provided in ARTICLE VIII above, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation."

\* \* \*

The foregoing Amended and Restated Certificate of Incorporation has been duly adopted by this corporation's Board of Directors and stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

Executed at San Francisco, California, on January 7, 2013.



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Brian Wilhite, President