

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/28/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Free Stream Media Corp.		12/28/2011
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Free Stream Media Corp.		
Street Address:	164 Townsend St. #12		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94107		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
	Property Type	Number	Word Mark
	Registration Number:	3736821	FLINGO
	Registration Number:	3930704	FLINGO
	Registration Number:	3816629	FLINGO TV
CORRESPONDENCE DATA			
Fax Number:	8013550160		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	8012589832		
Email:	htruong@patentlawworks.net		
Correspondent Name:	Hoang-chi Truong		
Address Line 1:	201 South Main, Suite 250		
Address Line 4:	Salt Lake City, UTAH 84111		
ATTORNEY DOCKET NUMBER:	10071-00502-00005 US		

OP \$90.00 3736821

NAME OF SUBMITTER:	Hoang-chi Truong
Signature:	/hoangchitruong/
Date:	09/16/2013
<b>Total Attachments: 11</b> source=DE Certificate of Ownership#page1.tif source=DE Certificate of Ownership#page2.tif source=DE Certificate of Ownership#page3.tif source=DE Certificate of Ownership#page4.tif source=DE Certificate of Ownership#page5.tif source=DE Certificate of Ownership#page6.tif source=DE Certificate of Ownership#page7.tif source=DE Certificate of Ownership#page8.tif source=DE Certificate of Ownership#page9.tif source=DE Certificate of Ownership#page10.tif source=DE Certificate of Ownership#page11.tif	

# Delaware

*The First State*

PAGE 1

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

DEC 28 2011

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:

"FREE STREAM MEDIA CORP.", A CALIFORNIA CORPORATION,  
WITH AND INTO "FREE STREAM MEDIA CORP." UNDER THE NAME OF "FREE STREAM MEDIA CORP.", 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 DECEMBER, A.D. 2011, AT 4:17 O'CLOCK P.M.


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



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111346293

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: 9262798

DATE: 12-29-11

**TRADEMARK**  
REEL: 005111 FRAME: 0904

State of Delaware  
Secretary of State  
Division of Corporations  
Received 04:17 PM 12/28/2011  
FILED 04:17 PM 12/28/2011  
SRV 111346293 - 5086896 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Free Stream Media Corp., a California corporation (the "Parent Corporation"), for the purpose of effecting the merger (the "Merger") of Parent Corporation with and into Free Stream Media Corp., a Delaware corporation and the wholly owned subsidiary of the Parent Corporation (the "Surviving Corporation"), does hereby certify:

**FIRST:** That the Surviving Corporation is incorporated and duly organized under the laws of the State of Delaware.

**SECOND:** That the Parent Corporation owns all of the outstanding shares of the capital stock of the Surviving Corporation.

**THIRD:** That attached as Exhibit A hereto are resolutions of the Board of Directors of the Parent Corporation, duly adopted by all of the members thereof and dated as of December 27, 2011, approving the Merger and this Certificate of Ownership and Merger.

**FOURTH:** That the holders of a majority of the outstanding stock of the Parent Corporation entitled to vote have approved the Merger by written consent pursuant to the provisions of Section 603 of the California Corporations Code.

**IN WITNESS WHEREOF**, Parent Corporation has caused this certificate to be signed by Ashwin Navin, its President, this 28<sup>th</sup> day of December, 2011.

**FREE STREAM MEDIA CORP.**  
a California corporation

By: \_\_\_\_\_

  
Ashwin Navin  
President

EXHIBIT A

RESOLUTIONS FROM OF THE  
BOARD OF DIRECTORS OF FREE STREAM MEDIA CORP.  
DATED DECEMBER 27, 2011.

RESOLVED, the Board hereby approves the reincorporation of the Company as a Delaware corporation;

RESOLVED FURTHER, the Board believes that it is in the best interest of the Company and its shareholders to effect such reincorporation by means of a reorganization (within the meaning of Internal Revenue Code Section 368) (the "Reorganization") effected by merging the Company into Free Stream Media Corp., a Delaware corporation and a wholly-owned subsidiary of the Company ("FSM-Delaware"), pursuant to which:

(a) every share of Common Stock of the Company outstanding shall be exchanged for one (1) share of Common Stock of FSM-Delaware; and

(b) each option currently outstanding to purchase one share of Common Stock of the Company shall be converted into an option to purchase one (1) share of Common Stock of FSM-Delaware with no change to such options' terms and conditions, including its exercise price.

RESOLVED FURTHER, that the Board does hereby approve the Reorganization;

RESOLVED FURTHER, that the Agreement and Plan of Merger, in substantially the form contained in the Shareholder Information Statement attached hereto as Exhibit A-1 (the "Merger Agreement"), and all transactions described therein, be, and they hereby are, adopted and approved, with such changes as may be approved by the Chief Executive Officer or President of the Company in his sole discretion, his signature on such document to constitute conclusive evidence of such approval;

RESOLVED FURTHER, that the effective date of the Reorganization (the "Effective Date") shall be the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further actions, including, but not limited to, providing notification of the Reorganization to any appropriate governmental or regulatory agencies and filing any forms and documents with such agencies as may be required or advisable by them or by law, and to obtain such consents from any third parties or governmental or regulatory agencies as may be necessary or advisable to carry out the Reorganization;

RESOLVED FURTHER, that the Merger Agreement, the Certificate of Incorporation and the Bylaws of FSM-Delaware, and such other documents and proposals including, without limitation, any related certificates necessary to effect the Reorganization, be submitted to the shareholders of the Company for approval along with a Shareholder Information

Statement and that each of the officers of the Company be, and they hereby are, authorized and directed to prepare and submit said documentation to the shareholders of the Company for their approval;

**RESOLVED FURTHER**, that, subject to obtaining the requisite approval of the Merger Agreement by the Company's shareholders, the Company's Chief Executive Officer or President and Secretary of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to (i) execute and deliver the Merger Agreement to FSM-Delaware in substantially the form approved herein by the Board or such other form as the Board and shareholders shall hereafter approve, under which the Company would effect the Reorganization, (ii) consummate all the transactions contemplated by the Merger Agreement, on the terms set forth in the Merger Agreement and pursuant to such other agreements, and any amendments thereto, as the officers executing such may in their discretion deem reasonable and appropriate, and (iii) prepare and cause to be filed the Merger Agreement and any related officers' certificates or other documents required to be filed with the appropriate governmental offices in the States of Delaware and California in accordance with the laws applicable to consummate the Reorganization;

**RESOLVED FURTHER**, that there is hereby adopted and incorporated by reference the full text of any resolution that may be required by any person or entity in connection with the Reorganization, and that the Secretary of the Company is hereby authorized and empowered to certify to such person or entity that any such form of resolution so required has been adopted; and

**RESOLVED FURTHER**, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company and under its corporate seal if appropriate, to (i) prepare and cause to be filed any related certificates or other documents required to be filed with the appropriate governmental offices in the States of Delaware and California in accordance with applicable laws in order to consummate the Reorganization, and (ii) make all such arrangements, to do and perform all such acts and things, to execute and deliver all such officers' certificates and such other instruments and documents, to effect all filings and qualifications, and to take all further action as they may deem necessary or appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions (hereby ratifying and confirming any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular).

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**EXHIBIT A-1**  
**AGREEMENT AND PLAN OF MERGER**

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**TRADEMARK**  
**REEL: 005111 FRAME: 0908**

**AGREEMENT AND PLAN OF MERGER  
OF FREE STREAM MEDIA CORP.,  
A DELAWARE CORPORATION,  
AND  
FREE STREAM MEDIA CORP.,  
A CALIFORNIA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 28, 2011, (the "Agreement") is between Free Stream Media Corp., a Delaware corporation ("FSM-Delaware"), and Free Stream Media Corp., a California corporation ("FSM-California"). FSM-Delaware and FSM-California are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. FSM-Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has authorized capital stock of 15,000,000 shares, all of which are designated as "Common Stock." As of the date of this Agreement, 100 shares of Common Stock are issued and outstanding, all of which are held by FSM-California.

B. FSM-California is a corporation duly organized and existing under the laws of the State of California and has authorized capital stock of 10,000,000 shares, all of which are designated as "Common Stock." As of the date of this Agreement, 1,112,157 shares of Common Stock of FSM-California are issued and outstanding.

C. The Board of Directors of FSM-California has determined that, for the purpose of effecting the reincorporation of FSM-California in the State of Delaware, it is advisable and in the best interests of FSM-California that FSM-California merge with and into FSM-Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors of FSM-Delaware and FSM-California have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective stockholders and shareholders, and executed by the undersigned officers.

E. FSM-Delaware is a wholly owned subsidiary of FSM-California.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, FSM-Delaware and FSM-California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the California Corporations Code, FSM-California shall be merged with and into FSM-Delaware (the "Merger"), the separate existence of FSM-



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California shall cease and FSM-Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "FSM, Inc."

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the shareholders of FSM-California and the stockholders of FSM-Delaware in accordance with the requirements of the Delaware General Corporation Law and the California Corporations Code;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Certificate of Ownership and Merger or an executed counterpart of this Agreement meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(d) The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of FSM-California shall cease and FSM-Delaware, as the Surviving Corporation, (a) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (b) shall be subject to all actions previously taken by its and FSM-California's Board of Directors, (c) shall succeed, without other transfer, to all of the assets, rights, powers and property of FSM-California, including all shares of any subsidiary held by FSM-California, in the manner more fully set forth in Section 259 of the Delaware General Corporation Law, (d) shall continue to be subject to all of the debts, liabilities and obligations of FSM-California as constituted immediately prior to the Effective Date of the Merger, and (e) shall succeed, without other transfer, to all of the debts, liabilities and obligations of FSM-California in the same manner as if FSM-Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the California Corporations Code.

## II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of FSM-Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of FSM-Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of FSM-Delaware immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

### III. MANNER OF CONVERSION OF STOCK

3.1 FSM-California Common Stock. Upon the Effective Date of the Merger, each share of FSM-California Common Stock issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Common Stock, par value \$0.0001 per share, of the Surviving Corporation. No fractional share interests of the Surviving Corporation's Common Stock shall be issued but shall, instead, be paid in cash or check by FSM-Delaware to the holder of such shares in that amount equal to the fair market value of such fractional shares.

3.2 FSM-Delaware Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, par value \$0.0001 per share, of FSM-Delaware issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by FSM-Delaware, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

3.3 Exchange of Certificates. After the Effective Date of the Merger, each stock certificate of FSM-California shall be deemed for all purposes to represent the shares of the Surviving Corporation's capital stock into which such shares of FSM-California capital stock were converted in the Merger.

### IV. MANNER OF CONVERSION OF STOCK OPTIONS

4.1 FSM-California Stock Options. Upon the Effective Date of the Merger, each stock option of FSM-California to purchase one (1) share of Common Stock issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action by the Constituent Corporations with the holder of such shares or any other person, be converted into and exchanged for a stock option to purchase one (1) share of Common Stock, par value \$0.0001 per share, of the Surviving Corporation, with no change to such options' terms and conditions, including its exercise price.

4.2 2009 Equity Incentive Plan. Upon the Effective Date of the Merger, the Surviving Corporation will assume the 2009 Equity Incentive Plan. The "2009 Equity Incentive Plan" means the FSM-California Stock Plan pursuant to which employees, consultants and non-employee directors of FSM-California and its parent and subsidiary corporations may be granted equity awards (including "incentive stock options" under Section 422 of the Code) and pursuant to which 6,000,000 shares of FSM-California Common Stock have been reserved for issuance thereunder. Following the Effective Date of the Merger, the Surviving Corporation may make awards (including "incentive stock options" under Section 422 of the Code) under the 2009 Equity Incentive Plan as provided therein.

4.3 Assumption of Stock Options. At the Effective Date of the Merger, the Surviving Corporation shall assume all outstanding options to purchase shares of FSM-California's Common Stock, par value \$0.0001 per share, issued by FSM-California pursuant to the 2009 Equity Incentive Plan, whether vested or unvested and whether exercisable or unexercisable (each an "Option"). FSM-California's repurchase right with respect to any unvested shares acquired by the exercise of Options shall be assigned to the Surviving Corporation by virtue of the Merger and without any further action on the part of FSM-California or the holder of such unvested shares. Immediately after the Effective Date of the Merger, each Option outstanding immediately prior to the Effective Date of the Merger shall be deemed to constitute an option to acquire, on the same terms and conditions as were applicable under such Option at the Effective Date of the Merger, such number of shares of the Surviving Corporation's Common Stock that is equal to the number of shares of FSM-California Common Stock subject to the unexercised portion of such Option. The per share exercise price for the shares of the Surviving Corporation's Common Stock issuable upon exercise of such assumed Option shall be equal to the per share exercise price per share of such Option in effect immediately prior to the Effective Date of the Merger. The term, vesting schedule, status as an "incentive stock option" under Section 422 of the Code, if applicable, and all of the other terms of the Options shall otherwise remain unchanged. It is the intention of the parties that each Option so assumed by the Surviving Corporation shall qualify following the Effective Date of the Merger as an incentive stock option as defined in Section 422 of the Code to the extent permitted under Section 422 of the Code and to the extent such Option qualified as an incentive stock option prior to the Effective Date of the Merger.

## V. GENERAL

5.1 Covenants of FSM-Delaware. FSM-Delaware covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) Qualify to do business as a foreign corporation in the State of California and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California Corporations Code.

(b) File any and all documents with the California Franchise Tax Board necessary for the assumption by FSM-Delaware of all of the franchise tax liabilities of FSM-California.

(c) Take such other actions as may be required by the California Corporations Code.

5.2 Further Assurances. From time to time, as and when required by FSM-Delaware or by its successors or assigns, there shall be executed and delivered on behalf of FSM-California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by FSM-Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of FSM-California and otherwise to carry out the purposes of this Agreement, and the officers and directors of FSM-Delaware are fully authorized in the name and on behalf of FSM-California or

otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either FSM-California or of FSM-Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of FSM-California.

5.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders or shareholders of either Constituent Corporation shall not: (a) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (b) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

5.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is 3500 South DuPont Highway in the City of Dover, County of Kent, DE, 19901 and Incorporating Services, Ltd. is the registered agent of the Surviving Corporation at such address.

5.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 164 Townsend Street, #12, San Francisco, CA 94112, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

5.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California Corporations Code.

5.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in two or more counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

*[Remainder of Page Intentionally Left Blank.]*



I hereby certify that the foregoing transcript of 10 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 30 2011

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State