

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
	Grockit, Inc.		07/31/2013
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Learnist, Inc.		
Street Address:	500 3rd Street, Suite 260		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94107		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Serial Number:	85646706	LEARNIST
CORRESPONDENCE DATA			
Fax Number:	3172317433		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Email:	jgard@btlaw.com		
Correspondent Name:	Julia Spoor Gard		
Address Line 1:	11 South Meridian Street		
Address Line 4:	Indianapolis, INDIANA 46204-3535		
ATTORNEY DOCKET NUMBER:	53343-221543		
NAME OF SUBMITTER:	Julia Spoor Gard		
Signature:	/jgard/		
Date:	11/13/2013		
Total Attachments: 3 source=Grockit Change To Learnist#page1.tif source=Grockit Change To Learnist#page2.tif source=Grockit Change To Learnist#page3.tif			

CH \$40.00 85646706

# Delaware

PAGE 1

*The First State*

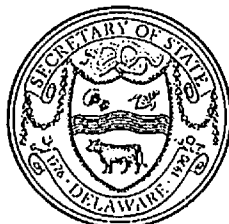
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GROCKIT, INC.", CHANGING ITS NAME FROM "GROCKIT, INC." TO "LEARNIST, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF JULY, A.D. 2013, AT 6:19 O'CLOCK P.M.

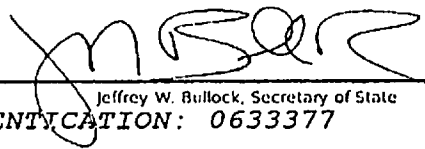
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4346760 8100

130941440

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: 0633377

DATE: 08-01-13

TRADEMARK  
REEL: 005153 FRAME: 0117

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:42 PM 07/31/2013  
FILED 06:19 PM 07/31/2013  
SRV 130941440 - 4346760 FILE

CERTIFICATE OF AMENDMENT  
OF THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
GROCKIT, INC.

Grockit, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is Grockit, Inc.

SECOND: The date on which the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware is May 8, 2007, under the name of Grockit, Inc.

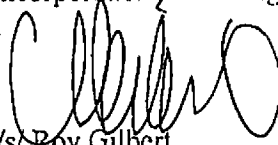
THIRD: That the Board of Directors of the Corporation duly adopted a resolution setting forth a proposed amendment to the Amended and Restated Certificate of Incorporation, declaring said amendment to be advisable and in the best interests of the Corporation, which resolution states as follows:

**RESOLVED**, that Article First of the Certificate of Incorporation of the Corporation be amended and restated to read in its entirety as follows:

"FIRST: The name of the Corporation is Learnist, Inc. (hereinafter called the "Corporation")."

FOURTH: That thereafter said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by written consent of the stockholders holding the requisite number of shares required by statute given in accordance with and pursuant to Section 228 of the General Corporation Law of the State of Delaware with written notice to be given to those stockholders who did not consent as provided in that section.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 31<sup>st</sup> day of July, 2013.



/s/ Roy Gilbert

Roy Gilbert, Chief Executive Officer