

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
FACE IT, CORP.		10/18/2013	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	FIVE9 NEVADA INC.
Street Address:	4000 Executive Pkwy
Internal Address:	Suite 400
City:	San Ramon
State/Country:	CALIFORNIA
Postal Code:	94583
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3966984	PUTTING A PRETTY FACE ON CUSTOMER SERVIC
Registration Number:	3982207	HOLD-FREE
Registration Number:	4251081	Q-FREE
Registration Number:	4262354	SERVICE IS THE NEW SALES
Serial Number:	85708112	INAPP
Serial Number:	85929132	SOCOCARE SOCIAL AND COMMUNITY CARE
Serial Number:	85929149	SOCOCARE

CORRESPONDENCE DATA

Fax Number: 2165790212

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (216) 586-7231

Email: skoston@jonesday.com

Correspondent Name: Jones Day

CH \$190.00 3966984

Address Line 1: 901 Lakeside Avenue
Address Line 2: North Point
Address Line 4: Cleveland, OHIO 44114

ATTORNEY DOCKET NUMBER:	743116-600001-FACEIT TM
NAME OF SUBMITTER:	Meredith M. Wilkes
Signature:	/Meredith M. Wilkes/
Date:	12/04/2013

Total Attachments: 15
source=Facelt_Merger#page1.tif
source=Facelt_Merger#page2.tif
source=Facelt_Merger#page3.tif
source=Facelt_Merger#page4.tif
source=Facelt_Merger#page5.tif
source=Facelt_Merger#page6.tif
source=Facelt_Merger#page7.tif
source=Facelt_Merger#page8.tif
source=Facelt_Merger#page9.tif
source=Facelt_Merger#page10.tif
source=Facelt_Merger#page11.tif
source=Facelt_Merger#page12.tif
source=Facelt_Merger#page13.tif
source=Facelt_Merger#page14.tif
source=Facelt_Merger#page15.tif

STATE OF NEVADA

ROSS MILLER
Secretary of State



SCOTT W. ANDERSON
Deputy Secretary
for Commercial Recordings

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

October 18, 2013

Job Number: C20131021-0130
Reference Number:
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20130684085-87	Merge In	12 Pages/1 Copies



Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER
Secretary of State

Certified By: Richard Sifuentes
Certificate Number: C20131021-0130
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4069
Telephone (775) 684-5708
Fax (775) 684-7138

TRADEMARK
REEL: 005167 FRAME: 0184



140103



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20130684085-87
	Filing Date and Time 10/18/2013 4:35 PM
	Entity Number E0228102009-9

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Five9 Nevada Inc.

Name of merging entity

Nevada

Jurisdiction

Corporation

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Face It, Corp., which shall be known as Five9 Nevada Inc. upon effectiveness of the merger

Name of surviving entity

Nevada

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised: 8-31-11

TRADEMARK

REEL: 005167 FRAME: 0185



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 2

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

3) Choose one:

- The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2
 Revised: 8-31-11

TRADEMARK

REEL: 005167 FRAME: 0186



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 3

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

(b) The plan was approved by the required consent of the owners of *:

Five9 Nevada Inc.
 Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Face It, Corp., which shall be known as Five9 Nevada Inc. upon effectiveness of the merger
 Name of surviving entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 3
 Revised: 8-31-11



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
Page 4

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

Name of merging entity, if applicable

and, or;

Name of surviving entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
 Revised: 8-31-11



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 5

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

See Amended and Restated Articles of Incorporation attached hereto as Exhibit A.

6) Location of Plan of Merger (check a or b):

(a) The entire plan of merger is attached;

or,

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: Time:

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5
Revised: 8-31-11

TRADEMARK
REEL: 005167 FRAME: 0189



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 6

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Five9 Nevada Inc.

Name of merging entity

X [Signature]
 Signature

President and CEO
 Title

10-18-13
 Date

Name of merging entity

X
 Signature

Title

Date

Name of merging entity

X
 Signature

Title

Date

Name of merging entity

X
 Signature

Title

Date

and,

Face It, Corp., which shall be known as Five9 Nevada Inc. upon effectiveness of the merger

Name of surviving entity

X
 Signature

President and CEO
 Title

Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
 Revised: 8-31-11

TRADEMARK

REEL: 005167 FRAME: 0190



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov

Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 6

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Five9 Nevada Inc.

Name of merging entity

X

Signature

President and CEO

Title

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

and,

Face It, Corp. which shall be known as Five9 Nevada Inc. upon effectiveness of the merger

Name of surviving entity

X

Signature

President and CEO

Title

10/18/2013

Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 8
 Revised: 6-31-11



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-6708
 Website: www.nvsos.gov



090501

**Certificate to Accompany
 Restated Articles or
 Amended and Restated Articles**
 (PURSUANT TO NRS)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form Is to Accompany Restated Articles or Amended and Restated Articles of Incorporation
 (Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.365 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

Face It, Corp.

2. The articles are: (mark only one box) Restated Amended and Restated
 Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box:*

No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____
 The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.

The entity name has been amended.

The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)

The purpose of the entity has been amended.

The authorized shares have been amended.

The directors, managers or general partners have been amended.

IRS tax language has been added.

Articles have been added.

Articles have been deleted.

Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

4. Effective date and time of filing: (optional)

Date:

October 18, 2013

Time:

5:00 p.m. PDT

(must not be later than 90 days after the certificate is filed)

* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Restated Articles
 Revised: 8-31-11



090201



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Face It, Corp., which shall be known as Five9 Nevada Inc. upon effectiveness of the merger


2. The articles have been amended as follows: (provide article numbers, if available)

The Amended and Restated Articles of Incorporation of the corporation attached hereto as Exhibit A, amends and restates the Articles of Incorporation of this corporation, as amended, in its entirety.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 99.8%

4. Effective date and time of filing: (optional) Date: October 18, 2013 Time: 5:00 p.m. PDT
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X 

Signature of Officer

If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit-After
Revised: 8-31-11

TRADEMARK

EXHIBIT A
**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FACE IT, CORP.**

ARTICLE 1

The name of the Corporation is Five9 Nevada Inc., a Nevada corporation (the "*Corporation*").

ARTICLE 2

The address of the Corporation's registered office in the State of Nevada is 311 S. Division Street, Carson City, Nevada 89703. The name of the Corporation's registered agent at such address is The Corporation Trust Company of Nevada.

ARTICLE 3

The total number of shares of stock which the Corporation shall have authority to issue is one hundred (100) shares, all of which shall be Common Stock with a par value of \$0.01 per share.

ARTICLE 4

The name and address of the Board of Directors of the Corporation (the "*Board of Directors*") is as follows:

<u>Director</u>	<u>Address</u>
David Hill	4000 Executive Pkwy., Suite 400 San Ramon, CA 94583

ARTICLE 5

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Nevada Revised Statutes of the State of Nevada ("*NRS*").

ARTICLE 6

The Corporation is to have perpetual existence.

SVI-133416v1

ARTICLE 7

In furtherance and not in limitation of the powers conferred by the laws of the State of Nevada:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors.

B. The Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation.

C. Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

D. The books of the Corporation may be kept at such place within or without the State of Nevada as the bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors.

ARTICLE 8

Meetings of stockholders may be held within or outside the State of Nevada, as the bylaws of the Corporation may provide.

ARTICLE 9

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 78.300 of the NRS or (iv) for any transaction from which the director derived any improper personal benefit. If the NRS is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the NRS, as so amended.

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation or any predecessor of the Corporation or serves or served any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation. This indemnification provided herein shall inure to the benefit of the heirs, executors and administrators of each person referred to in the immediately preceding sentence. Any repeal or modification of either or both of the foregoing two paragraphs by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 10

Except as provided in Article 9, the Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.

(Remainder of page intentionally left blank.)

SVI-133416v1

TRADEMARK

REEL: 005167 FRAME: 0196

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

FIVE9 NEVADA INC.

Nevada Business Identification # NV20091075798

Expiration Date: April 30, 2014

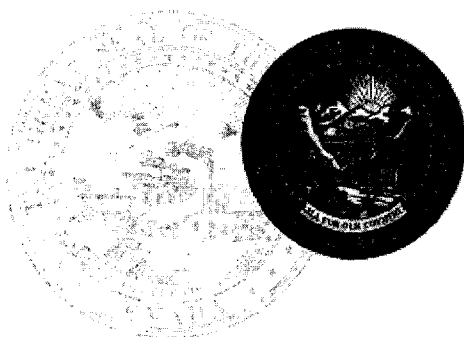
In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

This license shall be considered valid until the expiration date listed above unless suspended or revoked in accordance with Title 7 of Nevada Revised Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on October 21, 2013



ROSS MILLER
Secretary of State



This document is not transferable and is not issued in lieu of any locally-required business license, permit or registration.

Please Post in a Conspicuous Location

**You may verify this Nevada State Business License
online at www.nvsos.gov under the Nevada Business Search.**



ROSS MILLER
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov



181002

**Statement of Change of
 Registered Agent
 by Represented Entity**
 (PURSUANT TO NRS 77.340)

Filed in the office of Ross Miller Secretary of State State of Nevada	Document Number 20130683889-88
	Filing Date and Time 10/18/2013 4:35 PM
	Entity Number E0228102009-9

This form may be submitted by the Represented Entity to appoint a new Registered Agent or amend own service of process info. For more information please visit <http://www.nvsos.gov/index.aspx?page=141>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Represented Entity:
 Face It, Corp., which shall be known as Five9 Nevada Inc. upon effectiveness of the merger

2. Entity File Number: **E0228102009-9**

3. This statement of change will have the following effect: (check only one)
 Appoints a new agent for service of process (complete 4a or 4b)
 Updates contact information of the Represented Entity acting as own agent (complete 4c)

4. Information in effect upon the filing of this statement: (complete only one section)
 a) Commercial Registered Agent:
 The Corporation Trust Company of Nevada
Name

b) Noncommercial Registered Agent:
Name
 _____ Nevada _____
Street Address City Zip Code
 _____ Nevada _____
Mailing Address (if different from street address) City Zip Code

c) Title of Office or Other Position within Represented Entity:
Name of Title or Position
 _____ Nevada _____
Street Address City Zip Code
 _____ Nevada _____
Mailing Address (if different from street address) City Zip Code

5. Signature of Represented Entity: (required)

Authorized Signature 10/18/2013
Date

6. Registered Agent Acceptance: (required)
 I hereby accept appointment as Registered Agent for the above named Entity.
 Joe Villeda

Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity 10/18/13
Date

FEE: \$60.00
 This form must be accompanied by appropriate fees.

Nevada Secretary of State Form RA: Change by Entity
 Effective 5-13-10