

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Frequentz, LLC		12/03/2013	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Frequentz, Inc.		
<b>Street Address:</b>	2196 Carmel Valley Road		
<b>City:</b>	Del Mar		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92128		
<b>Entity Type:</b>	INC. ASSOCIATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	4250193	FREQUENTZ	
Registration Number:	4249595	FREQUENTZ	
Serial Number:	85877781	IRIS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8587243911		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	858-925-6028		
<b>Email:</b>	janell.riley@frequentz.com		
<b>Correspondent Name:</b>	Michael T. Lucas		
<b>Address Line 1:</b>	2196 Carmel Valley Road		
<b>Address Line 4:</b>	Del Mar, CALIFORNIA 92128		
<b>NAME OF SUBMITTER:</b>	Michael T. Lucas		
<b>Signature:</b>	/Michael T. Lucas/		

OP \$90.00 4250193

Date:

12/03/2013

**Total Attachments: 8**

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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "FREQUENTZ, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "FREQUENTZ, LLC" TO "FREQUENTZ, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 2013, AT 8:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF SEPTEMBER, A.D. 2013.


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

4569941 8100V

131041221



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: 0703561

DATE: 08-30-13

TRADEMARK  
REEL: 005167 FRAME: 0638

**CERTIFICATE OF CONVERSION  
FROM  
FREQUENTZ, LLC  
TO  
FREQUENTZ, INC.**

(Pursuant to Sections 103 and 265 of the Delaware General Corporation Law.)

**FREQUENTZ, LLC**, a Delaware limited liability company (the "**Company**"), does hereby certify to the following facts relating to the conversion of the Company to Frequentz, Inc., a Delaware corporation to be formed immediately following the filing of this Certificate of Conversion:

**FIRST:** The name of the Company is "Frequentz, LLC." The date on which the Company's Articles of Organization were originally filed with the Secretary of State of the State of Delaware is July 1, 2008. The Company is a limited liability company formed under the Delaware General Corporation Law.

**SECOND:** The name of the corporation to which the Company will be converted is "Frequentz, Inc."

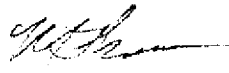
**THIRD:** Upon the filing of this Certificate of Conversion and the Certificate of Incorporation of Frequentz, Inc., the Company shall be converted to Frequentz, Inc. effective as of September 1, 2013.

**FOURTH:** This Certificate of Conversion was duly adopted in accordance with the applicable provisions of Section 265 of the Delaware General Corporation Law and the Company's Operating Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused this Certificate of Conversion to be executed and acknowledged by the authorized person set forth below on this 29<sup>th</sup> day of August, 2013.

FREQUENTZ, LLC,  
a Delaware limited liability company

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

ITS Chief Executive Officer

[SIGNATURE PAGE TO CERTIFICATE OF CONVERSION]

# Delaware

PAGE 2

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "FREQUENTZ, INC." FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF AUGUST, A.D. 2013, AT 8:52 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF SEPTEMBER, A.D. 2013.

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

4569941 8100V

131041221



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: 0703561

DATE: 08-30-13

TRADEMARK  
REEL: 005167 FRAME: 0641

## CERTIFICATE OF INCORPORATION

OF

### FREQUENTZ, INC.

The undersigned, a natural person (the "Sole Incorporator"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

**I.**

The name of this corporation is Frequentz, Inc.

**II.**

The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Zip Code 19801, and the name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("DGCL").

**IV.**

**A.** This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is Two Hundred Thousand (200,000), Ten Thousand (10,000) shares of which shall be Class A Common Stock (the "Class A Common Stock"), each having a par value of one-tenth of one cent (\$0.001), and One Hundred Forty Thousand (140,000) shares of which shall be Class B Common Stock (the "Class B Common Stock"), each having a par value of one-tenth of one cent (\$0.001), and Fifty Thousand (50,000) shares of which shall be Preferred Stock, each having a par value of one-tenth of one cent (\$0.001). Each share of Class A Common Stock and Class B Common Stock shall have identical economic rights, including rights to dividends and proceeds upon liquidation, and shall differ only as to voting rights.

**B.** The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby expressly authorized to provide for the issue of all of any of the remaining shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the

resolution or resolutions adopted by the Board of Directors providing for the issuance of such shares and as may be permitted by the DGCL. The Board of Directors is also expressly authorized to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be decreased in accordance with the foregoing sentence, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

## V.

Each holder of shares of Class A Common Stock shall be entitled to the number of votes equal to ten thousand (10,000) multiplied by the number of shares of Class A Common Stock held by such holder. Except as required by law, the shares of Class B Common Stock shall not be entitled to vote on any matter. Other than voting for the election of directors, all matters submitted to a vote of stockholders shall require the affirmative vote of the holders of sixty-six and two-thirds percent (66 2/3 %) of the voting power of all then-outstanding shares of capital stock of the corporation, entitled to vote generally at an election of directors.

## VI.

A. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. Subject to the rights of the holders of Preferred Stock to elect additional directors under specified circumstances, directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

C. No person entitled to vote at an election for directors may cumulate votes to which such person is entitled unless required by applicable law at the time of such election. During such time or times that applicable law requires cumulative voting, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, shall be entitled to so cumulate such stockholder's votes unless (1) the names of such candidate or candidates have been placed in nomination prior to the voting and (2) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.



**D.** Subject to any limitations imposed by applicable law, the Board of Directors or any director may be removed from office at any time (1) with cause by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors or (2) without cause by the affirmative vote of the holders of sixty-six and two-thirds percent (66 2/3 %) of the voting power of all then-outstanding shares of capital stock of the corporation, entitled to vote generally at an election of directors.

**E.** The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

## **VII.**

**A.** The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law.

**B.** To the fullest extent permitted by applicable law, the Company is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Company (and any other persons to which applicable law permits the Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by such applicable law. If applicable law is amended after approval by the stockholders of this Article VII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Company shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

**C.** Any repeal or modification of this Article VII shall only be prospective and shall not affect the rights or protections or increase the liability of any director under this Article VII in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

## **VIII.**

The corporation 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 the stockholders herein are granted subject to this reservation.

**IX.**

The name and the mailing address of the Sole Incorporator is as follows:

Ron A. Metzger  
c/o Cooley LLP  
101 California Street, 5<sup>th</sup> Floor  
San Francisco, CA 94111

**IN WITNESS WHEREOF**, this Certificate has been subscribed this 29<sup>th</sup> day of August, 2013, by the undersigned who affirms that the statements made herein are true and correct.



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**RON A. METZGER**  
Sole Incorporator