

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT														
NATURE OF CONVEYANCE:	MERGER														
EFFECTIVE DATE:	11/04/2009														
CONVEYING PARTY DATA															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>ShoeDazzle.com, Inc.</td> <td></td> <td>10/30/2009</td> <td>CORPORATION: CALIFORNIA</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	ShoeDazzle.com, Inc.		10/30/2009	CORPORATION: CALIFORNIA				
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ShoeDazzle.com, Inc.		10/30/2009	CORPORATION: CALIFORNIA												
RECEIVING PARTY DATA															
Name:	ShoeDazzle.com, Inc.														
Street Address:	2301 Rosecrans Ave., Ste. 5100														
City:	El Segundo														
State/Country:	CALIFORNIA														
Postal Code:	90245														
Entity Type:	CORPORATION: DELAWARE														
PROPERTY NUMBERS Total: 2															
<table border="1"> <thead> <tr> <th>Property Type</th> <th>Number</th> <th colspan="2">Word Mark</th> </tr> </thead> <tbody> <tr> <td>Serial Number:</td> <td>85806069</td> <td colspan="2">PAPER FOX</td> </tr> <tr> <td>Registration Number:</td> <td>3736740</td> <td colspan="2">SHOEDAZZLE</td> </tr> </tbody> </table>				Property Type	Number	Word Mark		Serial Number:	85806069	PAPER FOX		Registration Number:	3736740	SHOEDAZZLE	
Property Type	Number	Word Mark													
Serial Number:	85806069	PAPER FOX													
Registration Number:	3736740	SHOEDAZZLE													
CORRESPONDENCE DATA															
Fax Number:	9492668680														
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>															
Phone:	9495150003														
Email:	adwight@dwrightlawgroup.com														
Correspondent Name:	Amanda V. Dwight														
Address Line 1:	2020 Main Street, Suite 600														
Address Line 4:	Irvine, CALIFORNIA 92614														
ATTORNEY DOCKET NUMBER:	1168200														
NAME OF SUBMITTER:	Amanda V. Dwight														

Signature:	/ad/
Date:	12/17/2013
Total Attachments: 5 source=Tab 9 - Shoedazzle Certificate of Ownership and Merger (CA)#page1.tif source=Tab 9 - Shoedazzle Certificate of Ownership and Merger (CA)#page2.tif source=Tab 9 - Shoedazzle Certificate of Ownership and Merger (CA)#page3.tif source=Tab 9 - Shoedazzle Certificate of Ownership and Merger (CA)#page4.tif source=Tab 9 - Shoedazzle Certificate of Ownership and Merger (CA)#page5.tif	

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 06 2009

DEBRA BOWEN
Secretary of State

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

NOV 04 2009
EXECUTIVE CO.

CERTIFICATE OF OWNERSHIP AND MERGER
OF

SHOEBAZZLE.COM, INC.
(a California Corporation)

With and into

SHOEBAZZLE.COM, INC.
(a Delaware Corporation)

It is hereby certified that:

1. ShoeDazzle.com, Inc. (the "Corporation") is a corporation organized and existing under the laws of the State of California.
2. ShoeDazzle.com, Inc. ("ShoeDazzle Delaware") is a corporation organized and existing under the laws of the State of Delaware.
3. The Corporation owns One Hundred Percent (100%) of the outstanding shares of capital stock of ShoeDazzle Delaware.
4. The Board of Directors of the Corporation has determined to merge itself into ShoeDazzle Delaware pursuant to Section 1110 of the California Corporations Code and Section 253 of the Delaware General Corporation Law and has adopted the following resolutions as of October 30, 2009:

Approval of Merger:

WHEREAS: The Corporation owns One Hundred Percent (100%) of the Issued and outstanding shares of capital stock of ShoeDazzle.com, Inc., a Delaware corporation ("ShoeDazzle Delaware"); and

WHEREAS: It is deemed advisable and in the best interests of the Corporation that the Corporation merge itself with and into ShoeDazzle Delaware, with ShoeDazzle Delaware being the surviving corporation.

NOWHEREFORE, BE IT

RESOLVED: That the merger of the Corporation with and into ShoeDazzle Delaware, with ShoeDazzle Delaware being the surviving corporation, pursuant to Section 253 of the Delaware General Corporation Law and Section 1110 of the California Corporations Code (the "Merger"), be, and it hereby is, approved; and

RESOLVED: That, pursuant to the Merger, ShoeDazzle Delaware shall assume all the liabilities of the Corporation; and

RESOLVED: That the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to submit the proposed Merger to the shareholders of the Corporation for consideration thereof; and

RESOLVED: That, following the approval of the Merger by the shareholders of the Corporation, the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed on behalf of the Corporation, to prepare and execute a Certificate of Ownership and Merger, and to file or cause to be filed said Certificate of Ownership and Merger with the Secretary of State of Delaware and the Secretary of State of California, and to execute such other documents and take such other actions as such officer or officers shall deem necessary, appropriate or advisable in order to carry out the intent and purposes of the foregoing resolutions.

Amendment of 2008 Stock Option Plan.

RESOLVED That upon the effective time of the Merger, which shall be the time at which the Certificate of Ownership and Merger is filed with the Delaware Secretary of State (the "Effective Time"), the ShoeDazzle.com, Inc. 2008 Stock Option Plan (the "Plan") shall be hereby amended, in accordance with Section 15 of the Plan, as follows: Sections 2(h) and 2(i) are deleted and replaced in their entirety with the following:

"(h) "Common Stock" means the Common Stock, par value \$0.001 per share, of the Company.

"(i) "Company" means ShoeDazzle.com, Inc., a Delaware corporation."

RESOLVED: That, except as expressly provided in these resolutions, all terms and conditions of the Plan shall remain in full force and effect.

Conversion of Shares of the Corporation.

RESOLVED: That, upon the Effective Time, each issued and outstanding share of common stock, without par value (the "CA Common Stock"), of the Corporation shall be automatically converted into one (1) share of common stock, par value \$0.001 per share (the "DE Common Stock"), of ShoeDazzle Delaware; and

RESOLVED: That, upon the Effective Time, each issued and outstanding share of Series A Convertible Preferred Stock of the Corporation shall be automatically converted into one (1) share of Series A Convertible Preferred Stock of ShoeDazzle Delaware; and

RESOLVED: That, upon the Effective Time, each option to purchase a share of CA Common Stock outstanding under the Plan shall, in accordance with Section 13 of the Plan, be automatically converted into an option to purchase one share of DE Common Stock, and all other terms and conditions of each such option including without limitation, exercise price, vesting and expiration, shall continue in full force and effect;

RESOLVED: That the issued shares of ShoeDazzle Delaware owned by the Corporation prior to the Effective Time shall be surrendered and extinguished concurrently with the Effective Time.

General Authorizations; Ratification of Prior Acts.

RESOLVED: That the officers of the Corporation be, and each of them hereby is, authorized, empowered and directed, on behalf of the Corporation, to prepare and to execute such documents and agreements, to make such filings, to seek necessary approvals and to take such actions as may be necessary, appropriate or desirable in order to carry out the purpose of each of the foregoing resolutions and the intent thereof, including all things incidental thereto, and that any such action or execution taken prior to the date hereof be, and it hereby is, ratified and approved in all respects; and

RESOLVED: That all actions heretofore taken by the authorized officers of the Corporation, or any one of them, acting on behalf of the Corporation, in connection with any of the foregoing resolutions be, and they hereby are, approved, ratified and confirmed in all respects.

5. The Merger has been adopted, approved, certified, executed and acknowledged by the Board of Directors of the Corporation in accordance with the California Corporations Code and has been approved by the Board of Directors of ShoeDazzle Delaware in accordance with the provisions of the Delaware General Corporation Law.

6. The Merger has been approved by the affirmative vote of the holders of a majority of all the issued and outstanding shares of the voting stock of each class of stock of the Corporation required to approve the Merger, pursuant to Section 603 of the California Corporations Code.

EXECUTION COPY

7. The name of the surviving entity in the merger herein certified is "ShoeDazzle.com, Inc.", which shall continue its existence as the surviving entity upon the effective date of the Merger pursuant to the provisions of the Delaware General Corporation Law.

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EXECUTION COPY

[CERTIFICATE OF OWNERSHIP AND MERGER SIGNATURE PAGE]

IN WITNESS WHEREOF, ShoeDazzle, Inc. has caused its Chief Executive Officer to sign this Certificate of Ownership and Merger as of the 30th day of October, 2009.

SHOEDAZZLE.COM, INC.
California Corporation

By: 
Brian Lee
Chief Executive Officer



P.029

SHOEDAZZLE

OCT-30-2009 01:37

RECORDED: 12/17/2013

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