

## 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
Visual Numerics, Inc.		05/06/2006	CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Visual Numerics, Inc.		
Street Address:	5500 Flatiron Parkway Suite 200		
City:	Boulder		
State/Country:	COLORADO		
Postal Code:	80301		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3183601	IMSL	
CORRESPONDENCE DATA			
Fax Number:	2028427899		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(415) 693-2000		
Email:	trademarks@cooley.com		
Correspondent Name:	John W. Crittenden, Cooley LLP		
Address Line 1:	1299 Pennsylvania Avenue, Suite 700		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
ATTORNEY DOCKET NUMBER:	304194-20027		
NAME OF SUBMITTER:	Sheri Corallo		
Signature:	/Sheri Corallo/		
Date:	02/04/2014		

CH \$40.00 3183601

**Total Attachments: 7**

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source=Certificate\_of\_Conversion\_-\_Delaware#page7.tif

# Delaware

PAGE 1

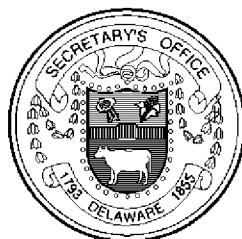
*The First State*

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 TEXAS CORPORATION UNDER THE NAME OF "VISUAL NUMERICS, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE SIXTH DAY OF MAY, A.D. 2009, AT 10:39 O'CLOCK A.M.

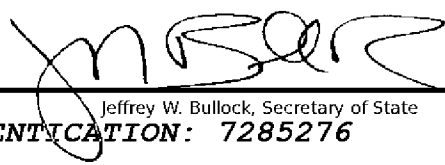
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4684063 8100V

090434131



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: 7285276

DATE: 05-06-09

TRADEMARK  
REEL: 005208 FRAME: 0386

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW**

- 1.) The jurisdiction where the Non-Delaware Corporation was first formed is Texas.
  
- 2.) The jurisdiction of the Non-Delaware Corporation immediately prior to filing this Certificate is Texas.
  
- 3.) The date the Non-Delaware Corporation was first formed is October 6, 1970.
  
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Visual Numerics, Inc.
  
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Visual Numerics, Inc.

*[Remainder of Page Intentionally Left Blank]*

**IN WITNESS WHEREOF**, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation has executed this Certificate of Conversion on the sixth day of May, 2009.

VISUAL NUMERICS, INC.,  
a Texas Corporation

By: /s/ Brian N. Pierce  
Name: Brian N. Pierce  
Title: President

# Delaware

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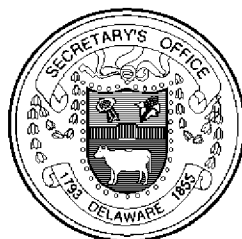
*The First State*

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 "VISUAL NUMERICS, INC." FILED IN THIS OFFICE ON THE SIXTH DAY OF MAY, A.D. 2009, AT 10:39 O'CLOCK A.M.


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

4684063 8100V

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7285276

DATE: 05-06-09

TRADEMARK  
REEL: 005208 FRAME: 0389

CERTIFICATE OF INCORPORATION  
OF  
VISUAL NUMERICS, INC.

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ARTICLE I  
NAME

The name of this corporation is Visual Numerics, Inc. (the "Corporation").

ARTICLE II  
REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Drive, Suite 101, City of Dover 19904, in the County of Kent, in the State of Delaware, and the name of its registered agent at such address is National Registered Agents, Inc.

ARTICLE III  
PURPOSE

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

ARTICLE IV  
CAPITAL STOCK

The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares, all of which shall be Common Stock, \$0.01 par value per share.

ARTICLE V  
NAME AND MAILING ADDRESS  
OF INCORPORATOR

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

<u>Name</u>	<u>Mailing Address</u>
Jill Simon-Reisman	c/o Cooley Godward Kronish LLP 1114 Avenue of the Americas New York, NY 10036

ARTICLE VI  
CERTAIN MATTERS REGARDING DIRECTORS

Section 1. Powers of the Board of Directors. The property and business of the Corporation shall be controlled and managed by or under the direction of its Board of Directors. In furtherance, and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered:

- (a) To make, alter, amend or repeal the By-Laws of the Corporation;
- (b) To determine the rights, powers, duties, rules and procedures that affect the power of the Board of Directors to manage and direct the property, business and affairs of the Corporation, including, without limitation, the power to designate and empower committees of the Board of Directors, to elect, appoint and empower the officers and other agents of the Corporation, and to determine the time and place of, and the notice requirements for Board meetings, as well as the manner of taking Board action; and
- (c) To exercise all such powers and do all such acts as may be exercised by the Corporation, subject to the provisions of the laws of the State of Delaware, this Certificate of Incorporation, and the By-Laws of the Corporation.

Section 2. Exculpation. The Corporation may, to the fullest extent permitted by the DGCL, indemnify all persons whom it may indemnify pursuant thereto. Except to the extent that the DGCL prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VII  
RESERVATION OF RIGHT TO  
AMEND CERTIFICATE OF INCORPORATION

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 on stockholders herein are granted subject to this reservation.

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**I, THE UNDERSIGNED**, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this sixth day of May, 2009

/s/Jill Simon-Reisman  
Jill Simon-Reisman, Sole Incorporator