

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/20/2013

<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
HASOFFERS, INC.		05/17/2013	CORPORATION: WASHINGTON

<b>RECEIVING PARTY DATA</b>	
Name:	HASOFFERS, INC.
Street Address:	2220 Western Ave.
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98121
Entity Type:	CORPORATION: DELAWARE

<b>PROPERTY NUMBERS Total: 4</b>		
Property Type	Number	Word Mark
Registration Number:	4362613	MOBILEAPPTRACKING
Registration Number:	4422014	MOBILEAPPTRACKING
Registration Number:	4422077	HASOFFERS
Registration Number:	4406408	HAS OFFERS

<b>CORRESPONDENCE DATA</b>	
Fax Number:	2063599614
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	(206) 359-8614
Email:	pctrademarks@perkinscoie.com
Correspondent Name:	Patchen Haggerty, Perkins Coie LLP
Address Line 1:	1201 Third Avenue, Suite 4900
Address Line 4:	Seattle, WASHINGTON 98101-3099

ATTORNEY DOCKET NUMBER:	112630-4000
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NAME OF SUBMITTER:	Patchen M. Haggerty
Signature:	/Patchen M. Haggerty/
Date:	02/27/2014
<b>Total Attachments: 6</b> source=Delaware Certificate of Merger#page1.tif source=Delaware Certificate of Merger#page2.tif source=Delaware Certificate of Merger#page3.tif source=Delaware Certificate of Merger#page4.tif source=Delaware Certificate of Merger#page5.tif source=Delaware Certificate of Merger#page6.tif	

UNITED STATES OF AMERICA

The State of  Washington  
Secretary of State

CERTIFICATE OF MERGER

I, Kim Wyman, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

HASOFFERS, INC.

DE Profit Corporation  
UBI: 000-000-000  
Filing Date: May 20, 2013

Merging Entities:

602-905-863      HASOFFERS, INC.



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

Date Issued: 5/20/2013

FILED

MAY 20 2013

WA SECRETARY OF STATE

ARTICLES OF MERGER

BETWEEN

**HASOFFERS, INC.**  
**(A WASHINGTON CORPORATION)**

AND

**HASOFFERS, INC.**  
**(A DELAWARE CORPORATION)**

Pursuant to RCW 23B.11.050 and Section 264 of the Delaware General Corporation Law the undersigned corporations hereby adopt the following Articles of Merger.


1. **Agreement and Plan of Merger.** The Plan of Merger is attached to these Articles of Merger and is incorporated herein by reference.
2. **Merger Approval.** The merger was duly approved by the shareholders of HasOffers, Inc. pursuant to RCW 23B.11.030, and duly approved by the Board of Directors of HasOffers, Inc. pursuant to Section 264 of the Delaware General Corporation Law.
3. **Effective Time.** The merger shall become effective at \_\_:\_\_.m. Pacific Time upon the date of filing of these Articles of Merger.


Signature lines are on the next page.

DATED this 17 day of May, 2013.

HASOFFERS, INC., A WASHINGTON  
CORPORATION

HASOFFERS, INC., A DELAWARE  
CORPORATION

By:   
Peter Hamilton  
Chief Executive Officer

By:   
Peter Hamilton  
Chief Executive Officer

**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**HASOFFERS, INC.  
(A WASHINGTON CORPORATION)**

**AND**

**HASOFFERS, INC.  
(A DELAWARE CORPORATION)**

This Plan of Merger is entered into by and between HasOffers, Inc., a Washington corporation, and HasOffers, Inc., a Delaware corporation, and shall be effective at the time set forth in the articles of merger filed with the Secretary of State for the State of Washington (the "*Effective Time*").

1. HasOffers, Inc., a Washington corporation (the "*Disappearing Company*") shall be merged with and into HasOffers, Inc., a Delaware corporation (the "*Surviving Company*"), which shall be the surviving company.

2. At the Effective Time, the separate existence of the Disappearing Company shall cease, and the Surviving Company shall become the owner of all the rights and property of the Disappearing Company and shall be subject to all its debts and liabilities.

3. At the Effective Time, by virtue of the merger and without any action on the part of either corporation or any holders of its stock or stock appreciation rights:

a. Each share of capital stock of the Surviving Company issued and outstanding immediately prior to the Effective Time shall be canceled.

b. Each share of common stock of the Disappearing Company ("*Disappearing Company Common Stock*") issued and outstanding immediately prior to the Effective Time shall be converted into one (1) share of common stock of the Surviving Company ("*Surviving Company Common Stock*"). All shares of Disappearing Company Common Stock converted pursuant to the preceding sentence shall no longer be outstanding and shall automatically be cancelled and shall cease to exist as of the Effective Time, and each certificate previously representing any such shares of Disappearing Company Common Stock shall thereafter represent only the right to receive shares of Surviving Company Common Stock pursuant to the first sentence of this subsection (b).

c. Each stock appreciation right with respect to a share of Disappearing Company Common Stock ("*SAR*") that is outstanding immediately prior to the Effective Time shall be canceled and an option ("*Substitute Option*") to purchase one (1) share of Surviving Company Common Stock under the Surviving Company's 2013 Stock Option Plan shall be issued in substitution therefor. The base price of the SAR shall be the strike price of the Substitute Option, the vesting schedule applicable to the SAR shall be the vesting schedule applicable to the Substitute Option, the expiration date of the SAR shall be expiration date of the Substitute Option and any other terms of the award agreement applicable to the SAR shall be (changed as necessary to accommodate the differences between stock appreciation rights and

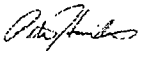
stock options) the terms of the grant agreement applicable to the Substitute Option. From and after the Effective Time, the Surviving Company may require each holder of Substitute Options to surrender and terminate any award agreement formerly applicable to one or more SARs in exchange for a grant agreement applicable to the Substitute Options on the terms described in this subsection (c).

4. The Certificate of Incorporation and the Bylaws of the Surviving Company shall continue in full force and effect.


Signature lines are on the next page.

DATED this 17 day of May, 2013.

HASOFFERS, INC., A WASHINGTON  
CORPORATION

By:   
Peter Hamilton  
Chief Executive Officer

HASOFFERS, INC., A DELAWARE  
CORPORATION

By:   
Peter Hamilton  
Chief Executive Officer