

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM298751

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	11/18/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LLI ACQUISITION, INC.		11/18/2010	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	LIGHTING SCIENCE GROUP CORPORATION		
Street Address:	1227 SOUTH PATRICK DRIVE, BUILDING 2A		
City:	SATELLITE BEACH		
State/Country:	FLORIDA		
Postal Code:	32937		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2848114	LAMINA	
Registration Number:	2997743	BRIGHT LIGHTS. BRIGHT IDEAS.	
CORRESPONDENCE DATA			
Fax Number:	2142000853		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	214-651-5170		
Email:	jennifer.pierce@haynesboone.com		
Correspondent Name:	HAYNES AND BOONE, LLP		
Address Line 1:	2323 VICTORY AVENUE, SUITE 700		
Address Line 4:	DALLAS, TEXAS 75219		
ATTORNEY DOCKET NUMBER:	36424.129 (SAM JO)		
NAME OF SUBMITTER:	Jennifer Pierce		
SIGNATURE:	/jennifer pierce/		
DATE SIGNED:	03/20/2014		
Total Attachments: 3			
source=LLI to LSG Merger-Trademarks#page1.tif			
source=LLI to LSG Merger-Trademarks#page2.tif			
source=LLI to LSG Merger-Trademarks#page3.tif			

OP \$65.00 2848114

CERTIFICATE OF OWNERSHIP AND MERGER

OF

LLI ACQUISITION, INC.
(A DELAWARE CORPORATION)

WITH AND INTO

LIGHTING SCIENCE GROUP CORPORATION
(A DELAWARE CORPORATION)

Pursuant to Section 253 of the General Corporation Law of Delaware (the "*DGCL*"), LLI Acquisition, Inc., a Delaware corporation ("*Subsidiary*"), and Lighting Science Group Corporation, a Delaware corporation ("*Parent*" or "*Corporation*"), do hereby certify the following for the purpose of merging the corporations listed:

FIRST: The name and state of organization of each of the constituent corporations of the merger are set forth below:

<u>Name</u>	<u>State of Organization</u>
LLI Acquisition, Inc.	Delaware
Lighting Science Group Corporation	Delaware

SECOND: Parent owns all of the issued and outstanding capital stock of Subsidiary.

THIRD: An Agreement of Merger, dated as of November 18, 2010 ("*Agreement of Merger*"), has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 253 of the DGCL. The directors of Parent by the following resolutions of the executive committee of the board of directors (the "*Board*"), duly adopted such resolutions at a meeting duly held on the 17th day of November 2010, determined to merge with Subsidiary, whereby Subsidiary would be merged with and into Parent:

RESOLVED, that the Agreement of Merger between the Corporation and Subsidiary, pursuant to which Subsidiary will be merged with and into the Corporation and the Corporation will be the surviving corporation (the "*Merger*"), and all of the transactions contemplated by the Merger Agreement be, and each hereby is, approved and adopted in all respects;

RESOLVED, that any officer of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed to execute, deliver and file (if necessary) the Merger Agreement, together with such amendments, modifications, deletions, additions or other changes as in the judgment of such officer, whose authority shall be conclusively evidenced by his taking of such action, shall be necessary, appropriate or desirable to effectuate the foregoing resolutions;

RESOLVED, that any officer of the Corporation be, and each of them acting alone hereby is, authorized, empowered and directed to take all such actions and to prepare, execute, deliver or file any documents, agreements, certificates or instruments, including without limitation, the preparation, execution, delivery and filing of a certificate of merger to be filed with the Secretary of State of the State of Delaware, in the name and on behalf of the Corporation, under its corporate seal or otherwise, as in the

judgment of such officer, whose authority shall be conclusively evidenced by his taking of such action, shall be necessary, appropriate or desirable to effectuate the foregoing resolutions and/or to perform the Corporation's obligations under the Merger Agreement;

RESOLVED, that the officers of the Corporation be, and each of them acting alone hereby is, authorized and empowered to pay all fees and expenses that may be incurred by the Corporation in connection with the foregoing resolutions;

RESOLVED, that all actions heretofore taken by any officer or director of the Corporation in connection with the foregoing resolutions be, and they hereby are, approved, authorized and ratified in all respects;

- FOURTH:** The name of the surviving corporation is Lighting Science Group Corporation.
- FIFTH:** The Certificate of Incorporation of Lighting Science Group Corporation shall be the certificate of incorporation of the surviving corporation.
- SIXTH:** As contemplated by the Agreement of Merger, the Merger shall become effective upon the filing and acceptance of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.
- SEVENTH:** The executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is 1227 South Patrick Drive, Bldg. 2A, Satellite Beach, Florida 32937.
- SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of either of the constituent corporations.

Remainder of page intentionally left blank; signature page to follow.

IN WITNESS WHEREOF, the parties hereto have caused this Certificate of Ownership and Merger to be executed by the undersigned officers as of this 18th day of November 2010.

LLI ACQUISITION, INC.

By: Zachary S. Gibler
Name: Zachary S. Gibler
Title: President

LIGHTING SCIENCE GROUP CORPORATION

By: Zachary S. Gibler
Name: Zachary S. Gibler
Title: Chairman and Chief Executive Officer

Signature Page to Certificate of Ownership and Merger