

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM306053

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	04/16/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Knowplicity, Inc.		04/16/2014	CORPORATION: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
WW Fitness, Inc.	04/16/2014	CORPORATION: DELAWARE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	WW Fitness, Inc.		
Street Address:	675 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10010		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4194139	WELLO	
CORRESPONDENCE DATA			
Fax Number:	2125892858		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2125892700		
Email:	dawn.harrington@weightwatchers.com		
Correspondent Name:	Terri J. Frank		
Address Line 1:	675 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10010		
NAME OF SUBMITTER:	Terri J. Frank		
SIGNATURE:	/Terri J. Frank/		
DATE SIGNED:	05/30/2014		
Total Attachments: 3			
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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

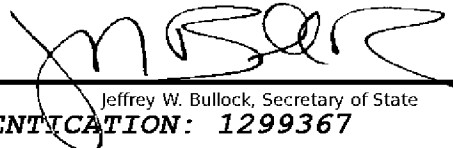
"KNOWPLICITY, INC.", A DELAWARE CORPORATION,
WITH AND INTO "WW FITNESS, INC." UNDER THE NAME OF "WW FITNESS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF APRIL, A.D. 2014, AT 5:32 O'CLOCK P.M.

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

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140481740




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1299367

DATE: 04-16-14

You may verify this certificate online
at corp.delaware.gov/authver.shtml

TRADEMARK
REEL: 005291 FRAME: 0477

CERTIFICATE OF MERGER

of

KNOWPLICITY, INC.
(a Delaware corporation)

with and into

WW FITNESS, INC.
(a Delaware corporation)

Pursuant to Section 251 of the Delaware General Corporation Law, the undersigned corporation does hereby certify as follows:

1. The name of each constituent corporation is Knowplicity, Inc., a Delaware corporation, and WW Fitness, Inc., a Delaware corporation.
2. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.
3. The name of the surviving corporation is WW Fitness, Inc., a Delaware corporation.
4. The Certificate of Incorporation of the surviving corporation, as in effect immediately prior to the merger, shall continue to be the Certificate of Incorporation of the surviving corporation until thereafter amended as provided therein or pursuant to the provisions of the laws of the State of Delaware.
5. The Agreement and Plan of Merger is on file at 675 Avenue of the Americas, 6th Floor, New York, NY 10010, the place of business of the surviving corporation.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

[Signature Page Follows]

IN WITNESS WHEREOF, the surviving corporation has caused this Certificate of Merger to be duly executed by its authorized officer as of this 16th day of April, 2014.

WW FITNESS, INC.

By: /s/ Lesya Lysyj
Lesya Lysyj, President

[SIGNATURE PAGE TO CERTIFICATE OF MERGER]