

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM310194

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BTFM Holding, Inc.		08/23/2012	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	i1 Biometrics, Inc.		
<b>Street Address:</b>	5 Edgewood Ave, 3rd Floor		
<b>City:</b>	Greenwich		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06830		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85490634	IMPACT INTELLIGENCE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2067577014		
<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>			
<b>Phone:</b>	2067578014		
<b>Email:</b>	mmoersfelder@dwt.com, ronrutherford@dwt.com		
<b>Correspondent Name:</b>	Matthew E Moersfelder		
<b>Address Line 1:</b>	1201 Third Ave, Suite 2200		
<b>Address Line 4:</b>	Seattle, WASHINGTON 98109		
<b>ATTORNEY DOCKET NUMBER:</b>	100503-2		
<b>NAME OF SUBMITTER:</b>	Matthew E. Moersfelder		
<b>SIGNATURE:</b>	/MEM/		
<b>DATE SIGNED:</b>	07/09/2014		
<b>Total Attachments: 5</b>			
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# Delaware

PAGE 1

*The First State*

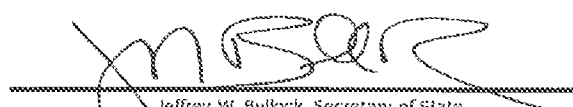
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BTFM HOLDING, INC.", CHANGING ITS NAME FROM "BTFM HOLDING, INC." TO "I1 BIOMETRICS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2012, AT 2:28 O'CLOCK P.M.

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

5177624 8100

120965137



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9800483

DATE: 08-23-12

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 005319 FRAME: 0572

CERTIFICATE OF AMENDMENT  
TO THE  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
BTFM HOLDING, INC.  
*a Delaware Corporation*

(Pursuant to Sections 228 and 242 of the  
General Corporation Law of the State of Delaware)

BTFM Holding, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The original Certificate of Incorporation of BTFM Holding, Inc. was filed with the Secretary of State of the State of Delaware on June 29, 2012.

SECOND: This Certificate of Amendment amends the Amended and Restated Certificate of Incorporation of BTFM Holding, Inc. and has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware by the directors and stockholders of BTFM Holding, Inc.

THIRD: Article I of the Amended and Restated Certificate of Incorporation of BTFM Holding, Inc. is hereby amended and restated in its entirety to read as follows:

ARTICLE I

The name of this corporation (the "*Corporation*") is *i1 Biometrics, Inc.*

FOURTH: Article IV.A. of the Amended and Restated Certificate of Incorporation of BTFM Holding, Inc. is hereby amended and restated in its entirety to read as follows:

A. Classes of Stock. The Corporation is authorized to issue two classes of shares to be designated Preferred Stock ("*Preferred Stock*") and Common Stock ("*Common Stock*"). The total number of shares that the Corporation is authorized to issue is 160,000,000. The total number of shares of Preferred Stock that the Corporation shall have authority to issue is 10,000,000 shares, all of which shall be designated Series A Preferred Stock (the "*Series A Preferred Stock*"). The total number of shares of Common Stock that the Corporation shall have authority to issue is 150,000,000. The Preferred Stock shall have a par value of \$0.001 per share and the Common Stock shall have a par value of \$0.001 per share.

At 12:01 a.m. Eastern time on August 23, 2012 (the "*Split Effective Time*"), pursuant to the DGCL, and without any further action on the part of the Corporation or its stockholders, each share of the Corporation's Common Stock issued and outstanding as of the Split Effective Time shall be automatically split into ten (10) shares of Common Stock, so as to effect a ten (10) for one (1) split (the "*2012 Split*"). Any stock certificate that represents shares of Common Stock issued prior to the Split Effective Time will, from and after the Split Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of Common Stock as equals the product obtained by multiplying the number of shares of Common Stock represented by such certificate immediately prior to the Split Effective Time by ten (10); provided, however, that each person or entity holding of record a stock certificate or certificates that represented shares of Common Stock issued prior to the Split Effective Time shall receive, upon surrender of such certificate or certificates, a new certificate or certificates evidencing and representing the number of shares of Common Stock to which such person or entity is entitled as a result of the 2012 Split.

FIFTH: Section 3(a) of Article IV.B. of the Amended and Restated Certificate of Incorporation of BTFM Holding, Inc. is hereby amended and restated in its entirety to read as follows:

(a) Right to Convert. Each share of Series A Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into fully paid and nonassessable shares of Common Stock of the Corporation. The number of shares of Common Stock into which each share of Series A Preferred Stock may be converted shall be determined by dividing the Original Series A Issue Price by the Series A Conversion Price in effect on the date that the holder thereof elects to convert such share. As of the Split Effective Time, the Series A Conversion Price is \$0.269 per share. The Series A Conversion Price is subject to adjustment after the Purchase Date (as defined below) as set forth in this Section 3. For an initial underwritten public offering of the Corporation's Common Stock, in addition to the shares of Common Stock otherwise issuable upon conversion of the Series A Preferred Stock pursuant to this Section 3 there shall be issued immediately prior to the public offering to the holders of the Series A Preferred Stock, for each share of Series A Preferred Stock held, the number of shares of Common Stock as is determined by dividing the Series A Preference Amount by the price per share of Common Stock in such public offering.

SIXTH: Section 3(d)(i)(E)(5) of Article IV.B. of the Amended and Restated Certificate of Incorporation of BTFM Holding, Inc. is hereby amended and restated in its entirety to read as follows:

(5) No readjustment or readjustments pursuant to either Section 3(d)(i)(E)(3) or (4) shall have the effect of increasing the Series A Conversion Price to an amount that exceeds the lower of (x) the Series A Conversion Price as of the Split Effective Time or (y) the Series A Conversion Price that would have resulted from all issuances of Additional Stock between the Split Effective Time and such readjustment date. In the event of any adjustment to the Series A Conversion Price as a result of the issuance of Options or Convertible Securities pursuant to this Section 3(d), no further adjustment to the Series A Conversion Price shall be made for the actual issuance of Common Stock upon the exercise of any such Options or the conversion or exchange of such Convertible Securities.

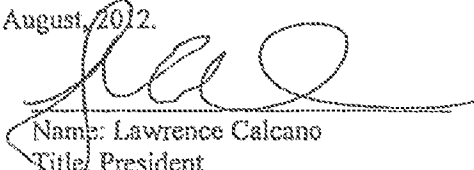
SEVENTH: Section 3(d)(ii) of Article IV.B. of the Amended and Restated Certificate of Incorporation of BTFM Holding, Inc. is hereby amended and restated in its entirety to read as follows:

(iii) In the event that the Corporation should at any time, or from time to time, after the Split Effective Time fix a record date for the effectuation of a split or subdivision of the outstanding shares of Common Stock or the determination of holders of Common Stock entitled to receive a dividend or other distribution payable in additional shares of Common Stock or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional shares of Common Stock ("*Common Stock Equivalents*") without payment of any consideration by such holder for the additional shares of Common Stock or Common Stock Equivalents (including the additional shares of Common Stock issuable upon conversion or exercise thereof), then, as of such record date (or the date of such dividend distribution, split or subdivision if no record date is fixed), the Series A Conversion Price shall be appropriately decreased so that the number of shares of Common Stock issuable on conversion thereof shall be increased in proportion to such increase of the aggregate of shares of Common Stock outstanding and those issuable with respect to such Common Stock Equivalents (determined in the manner provided for deemed issuances set forth in Section 3(d)(i)(E)).

*[Signature on following page]*

IN WITNESS WHEREOF, BTFM Holding, Inc. has caused this Certificate of Amendment to be signed by its President this 13 day of August, 2012.

By:

  
Name: Lawrence Calcagno  
Title: President