

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM316976

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|---|--|-------------------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Conversion and Name Change | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| 24/7 Media US, Inc. | | 12/31/2013 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | 24/7 Media US, LLC | | |
| Street Address: | c/o WPP Group USA, Inc., 100 Park Avenue | | |
| City: | New York | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10017 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3417087 | FAST FORWARD YOUR ADVERTISING | |
| Registration Number: | 3687682 | MEDIA MAP | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2124684888 | | |
| <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: | 2124684800 | | |
| Email: | chinton@dglaw.com | | |
| Correspondent Name: | Jeffrey C. Katz, Davis & Gilbert LLP | | |
| Address Line 1: | 1740 Broadway | | |
| Address Line 4: | New York, NEW YORK 10017 | | |
| ATTORNEY DOCKET NUMBER: | 03023-1518-000 (CNV CJH) | | |
| NAME OF SUBMITTER: | Jeffrey C. Katz | | |
| SIGNATURE: | /Jeffrey C. Katz/ | | |
| DATE SIGNED: | 09/15/2014 | | |
| Total Attachments: 6 | | | |
| source=24.7 Media US, Inc. to 24.7 Media US, LLC #page1.tif | | | |
| source=24.7 Media US, Inc. to 24.7 Media US, LLC #page2.tif | | | |
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| source=24.7 Media US, Inc. to 24.7 Media US, LLC #page5.tif | | | |
| TRADEMARK | | | |

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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "24/7 MEDIA US, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "24/7 MEDIA US, INC." TO "24/7 MEDIA US, LLC", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2013, AT 4:11 O'CLOCK P.M.

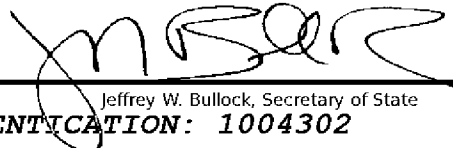
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 1:45 O'CLOCK A.M.

2507294 8100V

131457668



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1004302

DATE: 12-20-13

TRADEMARK
REEL: 005362 FRAME: 0446

CERTIFICATE OF CONVERSION

CONVERTING

24/7 MEDIA US, INC.
(a Delaware Corporation)

TO

24/7 MEDIA US, LLC
(a Delaware Limited Liability Company)

24/7 Media US, Inc., the corporation that is converting to a Delaware limited liability company (the "Converting Corporation"), and 24/7 Media US, LLC, the continuing Delaware limited liability company (the "LLC"), hereby certify that:

1. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was "24/7 Media US, Inc."

2. Date and Jurisdiction of Incorporation of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was incorporated are as follows:

| <u>Date</u> | <u>Jurisdiction</u> |
|--------------|---------------------|
| May 15, 1995 | Delaware |

3. Name of Converted Limited Liability Company. The name of the Delaware limited liability company to which the Converting Corporation has been converted and the name set forth in the Certificate of Formation of the Company, filed in accordance with Section 18-214(b) of the Delaware Limited Liability Company Act, is "24/7 Media US, LLC".

4. Approval of Conversion. The conversion of the Converting Corporation to the LLC has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

5. Effectiveness. This Certificate of Conversion shall become effective at **1:45 pm** December 31, 2013.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of December 20, 2013.

24/7 MEDIA US, INC.

By: /s/ KEVIN FAREWELL
Name: Kevin Farewell
Title: Secretary

Delaware

PAGE 2

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 FORMATION OF "24/7 MEDIA US, LLC" FILED IN THIS OFFICE ON THE TWENTIETH DAY OF DECEMBER, A.D. 2013, AT 4:11 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2013, AT 1:45 O'CLOCK A.M.

2507294 8100V

131457668




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1004302

DATE: 12-20-13

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

TRADEMARK
REEL: 005362 FRAME: 0449

CERTIFICATE OF FORMATION
OF
24/7 MEDIA US, LLC

This Certificate of Formation is being executed as of December ~~30~~ 2013 for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101 et seq. (the "Act").

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the limited liability company is 24/7 Media US, LLC (the "Company").

2. Registered Office and Registered Agent. The address of the Company's registered office in the State of Delaware is 3411 Silverside Road, Rodney Building #104, in the City of Wilmington, in the County of New Castle, DE 19810. The name of the initial registered agent at said address is Corporate Creations Network Inc.

3. Conversion. The Company has been converted to a Delaware limited liability company pursuant to Section 18-214 of the Act. The Company constitutes a continuation of the existence of the converted other entity in the form of a Delaware limited liability company.

4. Effectiveness. This Certificate of Formation shall become effective at ~~12:5pm~~ December 31, 2013.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the day and year first above written.

/s/ KEVIN FAREWELL

Name: Kevin Farewell

Title: Secretary

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RECORDED: 09/15/2014

TRADEMARK
REEL: 005362 FRAME: 0451