

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM328341

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/31/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
OSMIO Acquisition, LLC		12/31/2014	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Seamless North America, LLC		
Street Address:	1065 Avenue of the Americas		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3585285		
Registration Number:	3582170	OSMIO	
CORRESPONDENCE DATA			
Fax Number:	2152799394		
<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>			
Email:	jordan.lavine@flastergreenberg.com		
Correspondent Name:	Jordan A. LaVine		
Address Line 1:	1600 JFK Blvd., 2nd Floor		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		
NAME OF SUBMITTER:	Jordan A. LaVine		
SIGNATURE:	/Jordan A. LaVine/		
DATE SIGNED:	01/08/2015		
Total Attachments: 4			
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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:

"THE MENU MARKETING GROUP, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"OSMIO ACQUISITION, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "SEAMLESS NORTH AMERICA, LLC" UNDER THE NAME OF "SEAMLESS NORTH AMERICA, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2014, AT 2:47 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 11:58 O'CLOCK P.M.

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2000700

DATE: 12-31-14

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

TRADEMARK
REEL: 005436 FRAME: 0552

**CERTIFICATE OF MERGER
MERCING**

**OSMIO ACQUISITION, LLC
(a Delaware limited liability company)**

AND

**THE MENU MARKETING GROUP, LLC
(a Delaware limited liability company)**

WITH AND INTO

**SEAMLESS NORTH AMERICA, LLC
(a Delaware corporation)**

*In accordance with the provisions Section 18-209 of the
Limited Liability Company Act of the State of Delaware*

The undersigned, on behalf of Seamless North America, LLC, a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware (the "Company"), desiring to merge (i) Osmio Acquisition, LLC, a Delaware limited liability company ("Osmio"), and (ii) The Menu Marketing Group, LLC, a Delaware limited liability company ("MMG"), with and into itself, pursuant to the provisions of Section 18-209 of the Limited Liability Company Act of the State of Delaware, DOES HEREBY CERTIFY as follows:

FIRST: The name and state of formation of each constituent entity of the merger (the "Merger") are (i) Osmio Acquisition, LLC, a Delaware limited liability company, (ii) The Menu Marketing Group, LLC, a Delaware limited liability company and (iii) Seamless North America, LLC, a Delaware limited liability company.

SECOND: An Agreement and Plan of Merger (the "Merger Agreement"), dated December 11, 2014 by and among the Company, Osmio and MMG, has been approved, adopted, certified, executed and acknowledged by each constituent entity, in accordance with the requirements of Section 18-209 of the Limited Liability Company Act of the State of Delaware.

THIRD: The name of the surviving company of the Merger (the "Surviving Company") is Seamless North America, LLC, a Delaware limited liability company. The

Certificate of Formation of the Company as in effect at the effective time of the Merger shall be the Certificate of Formation of the Surviving Company.

FOURTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Company, 1065 Avenue of the Americas, 15th Floor, New York, NY 10018, Attention: President.

FIFTH: A copy of the Merger Agreement will be furnished by the Surviving Company, upon request and without cost, to any member or shareholder of the constituent entities.

SIXTH: The Merger shall become effective at 11:58 p.m. ET on December 31, 2014.

* * * * *

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger, pursuant to the Limited Liability Company Act of the State of Delaware, under penalties of perjury does hereby declare and certify that this is the act and deed of the Company and the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger this 11th day of December, 2014.

SEAMLESS NORTH AMERICA, LLC,
a Delaware limited liability company

By: /s/ Jonathan Zabusky
Name: Jonathan Zabusky
Title: President