

TRADEMARK ASSIGNMENT COVER SHEET

12/30/2014



ETAS ID: TM324219

Electronic Version v1.1
 Stylesheet Version v1.2

MRD 12/30/14

SUBMISSION TYPE: 103670176	
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Insider Guides, Inc.		12/29/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Quepasa Corporation
Street Address:	280 Union Square Drive
City:	New Hope
State/Country:	PENNSYLVANIA
Postal Code:	18938
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3437395	LUNCH MONEY
Registration Number:	3160669	MY YEARBOOK

CORRESPONDENCE DATA

Fax Number: 2127686800
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.
Phone: 212-768-6747
Email: trademarks.us@dentons.com,ian.farias@dentons.com
Correspondent Name: Mary S. Mathew, Dentons US LLP
Address Line 1: P.O. Box #061080
Address Line 4: Chicago, ILLINOIS 60606-1080

ATTORNEY DOCKET NUMBER:	20001724.0018
NAME OF SUBMITTER:	Mary S. Mathew
SIGNATURE:	/mary s. mathew/
DATE SIGNED:	11/24/2014

Total Attachments: 7

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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 CORRECTED CERTIFICATE OF OWNERSHIP OF "QUEPASA CORPORATION", FILED IN THIS OFFICE ON THE FOURTH DAY OF JANUARY, A.D. 2012, AT 1:49 O'CLOCK P.M.

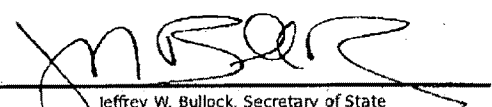
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9272793

DATE: 01-04-12

TRADEMARK
REEL: 005438 FRAME: 0415

CORRECTED CERTIFICATE
OF
OWNERSHIP AND MERGER
MERGING
INSIDER GUIDES, INC.
INTO
QUEPASA CORPORATION

Dated: January 3, 2012

The undersigned corporation formed and existing under and by virtue of the laws of Delaware DOES HEREBY CERTIFY THAT:

1. The name of the corporation is Quepasa Corporation.
2. That a Certificate of Ownership and Merger was filed by the Secretary of State of Delaware on December 30, 2011, and that said Certificate requires correction as permitted by Section 103(f) of the Delaware General Corporation Law.
3. The inaccuracy or defect of said Certificate to be corrected is as follows: the fifth resolution of the Board Resolutions attached as Exhibit A to the Certificate of Ownership and Merger inaccurately reflects the Authorized Officers of the Corporation as it does not include Frederic Beckley.
4. The fifth resolution in the Board Resolutions attached as Exhibit A to the Certificate of Ownership and Merger is hereby corrected to read as follows:

RESOLVED, that John Abbott, Michael Matte, Frederic Beckley, and Geoffrey Cook or any one of them (each, an "**Authorized Officer**") be, and hereby are, authorized and directed in the name and on behalf of the Corporation, and if requested or required, under its corporate seal, duly attested by its Secretary, to execute, file and record the Merger Certificate substantially in the form attached hereto as Exhibit A setting forth a copy of these resolutions with such changes or additions to any of the terms and provisions thereof, or instruments annexed as exhibits thereto, as any Authorized Officer shall approve, the execution, filing and recording thereof to be conclusive evidence of such approval;

5. The Certificate of Ownership and Merger is attached in its corrected form hereto.

IN WITNESS WHEREOF the said corporation has caused this certificate to be signed this 3rd day of January, 2012.

By: 
Name: Frederic Beckley
Title: General Counsel & Executive Vice-President

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP
AND MERGER

MERGING

INSIDER GUIDES, INC.

INTO

QUEPASA CORPORATION

(Section 253 Parent into Subsidiary)

Quepasa Corporation a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), does hereby certify:

FIRST: That the Corporation is a business corporation organized and existing under the laws of the State of Delaware. The name and state of incorporation of each of the constituent corporations to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Insider Guides, Inc.	Delaware
Quepasa Corporation	Delaware

SECOND: That the Corporation is the owner of not less than 90% of the outstanding shares of the capital stock of Insider Guides, Inc. ("Insider Guides"), a corporation organized and existing under the laws of the State of Delaware.

THIRD: That on December 22, 2011 the Executive Committee of the Corporation's Board of Directors determined by unanimous written consent to merge (the "Merger") Insider Guides, Inc. into and with the Corporation (the "Surviving Corporation"), and adopted the resolutions as set forth on Exhibit A attached to this Certificate of Ownership and Merger. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

FOURTH: That the name of the Surviving Corporation is **Quepasa Corporation**.

FIFTH: That the effective time of the Merger shall be 11:59 PM on December 31, 2011.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by an authorized officer this 29 day of December, 2011.

QUEPASA CORPORATION

By 

Name: Frederic Beckley

Title: General Counsel & Executive
Vice President, Business Affairs

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TRADEMARK
REEL: 005438 FRAME: 0419

Exhibit A

Board Resolutions

Merger

RESOLVED, that it is advisable and in the best interest of the Corporation and its stockholders, that Insider Guides, Inc., a Delaware corporation and wholly-owned subsidiary of the Corporation ("**Insider Guides**") be merged with and into the Corporation, with the Corporation as the surviving corporation of the merger (the "**Merger**") and with the Corporation assuming all of the obligations of Insider Guides; and it is further

RESOLVED, that all of the estate, property, assets, rights, privileges, powers and franchises of Insider Guides, whether tangible or intangible, be vested in and held and enjoyed by the Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Insider Guides in its name; and it is further

RESOLVED, the certificate of incorporation, by-laws, members of the board of directors, board committees and officers of the Corporation shall be the certificate of incorporation, by-laws, members of the board of directors, board committees and officers of the surviving corporation; and it is further

Certificate of Ownership and Merger

RESOLVED, that the form, terms and provisions of the proposed Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware (the "**Merger Certificate**"), pursuant to which Insider Guides shall be merged with and into the Corporation be, and hereby are, in all respects approved, authorized and adopted; and it is further

RESOLVED, that John Abbott, Michael Matte, Frederic Beckley, and Geoffrey Cook or any one of them (each, an "**Authorized Officer**") be, and hereby are, authorized and directed in the name and on behalf of the Corporation, and if requested or required, under its corporate seal, duly attested by its Secretary, to execute, file and record the Merger Certificate substantially in the form attached hereto as Exhibit A setting forth a copy of these resolutions with such changes or additions to any of the terms and provisions thereof, or instruments annexed as exhibits thereto, as any Authorized Officer shall approve, the execution, filing and recording thereof to be conclusive evidence of such approval; and it is further

Additional Powers

RESOLVED, that the Authorized Officers be, and each of them with full power to act without the others hereby is, authorized and empowered to do any and all acts and things and to sign, seal, execute, acknowledge, file, deliver and

record all papers, instruments, documents and certificates, and to pay all charges, fees, taxes and other expenses, that are from time to time necessary, desirable or appropriate to be done, signed, sealed, executed, acknowledged, filed, delivered, recorded or paid, under any applicable law or otherwise, in the name and on behalf of the Corporation, and to certify as having been adopted by the Board any form of resolution required by any law, regulation or agency appropriate to effectuate the purpose and intent of these resolutions or any of them and such other agreements and documents as may be executed by any Authorized Officer pursuant to authorization granted in these resolutions or to carry out the transaction contemplated thereby.

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