

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM330529

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	06/30/2013		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
GIFTCO, INC.		06/30/2013	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	GIFTCO, LLC		
<b>Street Address:</b>	3113 WOODCREEK DRIVE		
<b>City:</b>	DOWNERS GROVE		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60515		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4260260	THE GIFTEES	
<b>Registration Number:</b>	3243130	GIFTS.COM	
<b>Serial Number:</b>	85925444	GIFTS.COM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2165790212		
<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>	216-586-3939		
<b>Email:</b>	smarkovic@jonesday.com, pcyingier@jonesday.com		
<b>Correspondent Name:</b>	Sasha Markovic		
<b>Address Line 1:</b>	901 LAKESIDE AVENUE		
<b>Address Line 2:</b>	JONES DAY		
<b>Address Line 4:</b>	Cleveland, OHIO 44114		
<b>ATTORNEY DOCKET NUMBER:</b>	992894-615001-GIFTCO		
<b>NAME OF SUBMITTER:</b>	SASHA MARKOVIC		
<b>SIGNATURE:</b>	/Sasha Markovic/		
<b>DATE SIGNED:</b>	01/30/2015		
<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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GIFTCO, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-SIXTH DAY OF JUNE, A.D. 2013, AT 7:07 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2013, AT 4:23 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF JUNE, A.D. 2013, AT 11:59 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TENTH DAY OF JANUARY, A.D. 2014, AT 2:16 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "GIFTCO, LLC".

5358910 8100H

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1952024

DATE: 12-12-14

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

TRADEMARK  
REEL: 005449 FRAME: 0786

State of Delaware

**CERTIFICATE OF FORMATION**  
of  
**GIFTCO, LLC**

The undersigned, an authorized natural person, for the purpose of forming a limited liability company, under the provisions and subject to the requirements of the State of Delaware (particularly Chapter 18, Title 6 of the Delaware code and the acts amendatory thereof and supplemental thereto, and known, identified, and referred to as the Delaware Limited Liability Company Act), hereby certifies that:

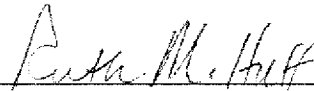
1. The name of the limited liability company is:

**Giftco, LLC**

2. The address of the registered office and the name and address of the registered agent for service of process is:

**Corporation Service Company**  
**2711 Centerville Road, Suite 400**  
**Wilmington, DE 19808**

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 26<sup>th</sup> day of June, 2013.



\_\_\_\_\_  
Ruth M. Huff  
Authorized Person

GIFTCO, INC.  
8800 Sunset Blvd.  
West Hollywood, CA 90069


June 26, 2013

State of Delaware  
Department of State  
Division of Corporations  
401 Federal Street, Suite 4  
Dover, Delaware 19901

Dear Sir or Madam:

Giftco, Inc., a Delaware corporation, hereby gives its consent to Giftco, LLC to the use of the "Giftco" name as a part of its limited liability company name.

Very truly yours,

  
J. David Flemming  
Assistant Vice President

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
A DOMESTIC CORPORATION INTO  
A DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law (the "DGCL") and Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "DLLCA"), the undersigned limited liability company executed the following Certificate of Merger:

**FIRST.** The name of the surviving limited liability company is Giftco, LLC, a Delaware limited liability company (the "Surviving Company"). The name of the Surviving Company will not change as a result of the merger.

**SECOND.** The name of the corporation being merged into the Surviving Company is GiftCo, Inc., a Delaware corporation (the "Merging Corporation").

**THIRD.** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the sole member and manager of the Surviving Company, in accordance with the DLLCA and the Limited Liability Agreement of the Surviving Company, and by the Board of Directors and the sole shareholder of the Merging Corporation, in accordance with the DGCL and the Certificate of Incorporation and Bylaws of the Merging Corporation.

**FOURTH.** The effective time and date of the merger shall be 11:59 p.m. Eastern Time on the June 30, 2013.

**FIFTH.** The executed Agreement of Merger is on file at 12300 Liberty Boulevard, Englewood, CO 80112, an office of the Surviving Company.

**SIXTH.** A copy of the executed Agreement of Merger will be furnished by the Surviving Company on request, without cost, to the member of the Surviving Company or the stockholder of the Merging Corporation.

**IN WITNESS WHEREOF**, the Surviving Company has caused this Certificate of Merger to be signed by an authorized officer this 28<sup>th</sup> day of June, 2013.

**GIFTCO, LLC**  
**By Provide Commerce, Inc., its Sole Member**  
**and Manager**

By: Adam Fischer

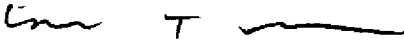
Name: Adam Fischer

Title: Chief Financial & Business  
Optimization Officer

STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT CHANGING ONLY THE  
REGISTERED OFFICE OR REGISTERED AGENT OF A  
LIMITED LIABILITY COMPANY

The limited liability company organized and existing under the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is Giftco, LLC
2. The Registered Office of the limited liability company in the State of Delaware is changed to Corporation Trust Center  
1209 Orange Street (street), in the City of Wilmington,  
Zip Code 19801. The name of the Registered Agent at such address upon whom process against this limited liability company may be served is THE CORPORATION TRUST COMPANY

By:   
Authorized Person

Name: BLAKE T. BILSTAD  
Print or Type

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:31 PM 01/10/2014  
FILED 02:16 PM 01/10/2014  
SRV 140034264 - 5358910 FILE