

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM337495

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/31/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Shareholder InSite, Inc.		10/31/2014	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Ipreo InSite, Inc.		
Street Address:	1359 Broadway, 2nd Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	4521774	SHAREHOLDER INSITE	
Registration Number:	4521784	SHAREHOLDER INSITE	
Registration Number:	4521777	CAPCONTROLS	
Serial Number:	86070631	CAPCONTROLS	
Registration Number:	3843991	QVAL	
Registration Number:	3056338	QUIST VALUATION	
CORRESPONDENCE DATA			
Fax Number:	2127686800		
<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:	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:	10000765.0029		
NAME OF SUBMITTER:	Mary S. Mathew		
SIGNATURE:	/mary s. mathew/		

OP \$165.00 4521774

DATE SIGNED:	04/07/2015
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Total Attachments: 5

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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 MERGER, WHICH MERGES:

"HICKORY ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "SHAREHOLDER INSITE, INC." UNDER THE NAME OF
"IPREO INSITE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2014, AT 2:14
O'CLOCK P.M.

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

5198805 8100M

141358569




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1827665

DATE: 10-31-14

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

TRADEMARK
REEL: 005493 FRAME: 0740

CERTIFICATE OF MERGER
for the merger of
HICKORY ACQUISITION CORP.
with and into
SHAREHOLDER INSITE, INC.

Pursuant to Section 251(c) of the
General Corporation Law of the State of Delaware

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify:

First: That the name and state of incorporation of each of the constituent corporations in the merger (the "Merger") is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Hickory Acquisition Corp.	Delaware
Shareholder InSite, Inc.	Delaware

Second: That an Agreement and Plan of Merger, dated as of October 31, 2014, by and among Hemscott Americas, Inc., a Delaware corporation ("Parent"), Hickory Acquisition Corp., a wholly owned subsidiary of Parent, Ipreo Holdings LLC, a Delaware limited liability company, Shareholder InSite, Inc. (the "Company"), certain stockholders of the Company and the Stockholder Representative named therein, has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the DGCL.

Third: That the Company shall be the surviving corporation of the Merger and will continue its existence under the name Ipreo InSite, Inc.

Fourth: That upon the effective time of the Merger, the Certificate of Incorporation of the surviving corporation shall be amended and restated in its entirety in the form attached hereto as Exhibit A and, as so amended, shall be the Certificate of Incorporation of the surviving corporation until amended as provided in such certificate of incorporation or applicable law.

Fifth: That an executed copy of the Agreement and Plan of Merger is on file at an office of the surviving corporation. The address of such office is 1359 Broadway, 2nd Floor, New York, NY 10018.

Sixth: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

Seventh: That the Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, said surviving corporation has caused this Certificate of Merger to be executed by its duly authorized officer this 31st day of October, 2014.

SHAREHOLDER INSITE, INC.

By: 

Name: Joseph E. Maxwell

Title: Chief Executive Officer

Exhibit A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

IPREO INSITE, INC.

1. The name of the corporation is Ipreo InSite, Inc. (hereinafter the “**Company**”).
2. The address of the Company’s registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
4. The total number of shares of capital stock which the Company shall have authority to issue is 1,000 shares of Common Stock, par value \$0.01 per share.
5. The number of directors of the Company may be fixed by the Bylaws.
6. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend and repeal the Bylaws of the Company.
7. No director of the Company shall have personal liability arising out of an action whether by or in the right of the Company or otherwise for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not limit or eliminate the liability of a director (i) for any breach of the director’s duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or any successor provision, (iv) for any transaction from which such director derived an improper personal benefit, or (v) acts or omissions occurring prior to the date of the effectiveness of this provision.

Furthermore, notwithstanding the foregoing provision, if the Delaware General Corporation Law is amended or enacted to permit further limitation or elimination of the personal liability of the director, the personal liability of the Company’s directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This provision shall not affect any provision permitted under the Delaware General Corporation Law in the Certificate of Incorporation, Bylaws or contract or resolution of the Company indemnifying or agreeing to indemnify a director against personal liability. Any repeal or modification of this provision shall not adversely affect any limitation hereunder on the personal liability of the director with respect to acts or omissions occurring prior to such repeal or modification.

8. Except as set forth herein, the Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.