

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM342167

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	03/31/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Emerging Media Group, Inc.		03/31/2014	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Traffiq, Inc.		
<b>Street Address:</b>	160 Inverness Drive West, Suite 250		
<b>City:</b>	Englewood		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80112		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3537880	TRAFFIQ	
<b>Registration Number:</b>	3441869	TRAFFIQ	
<b>Registration Number:</b>	4122023	TRAFFIQ	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>Email:</b>	docket@hollandhart.com, lmroot@hollandhart.com		
<b>Correspondent Name:</b>	Tracy B. Gray Holland & Hart LLP		
<b>Address Line 1:</b>	P.O. Box 8749		
<b>Address Line 2:</b>	ATTN: Trademark Docketing		
<b>Address Line 4:</b>	DENVER, COLORADO 80201		
<b>ATTORNEY DOCKET NUMBER:</b>	TRAFFIQ		
<b>NAME OF SUBMITTER:</b>	Tracy B. Gray		
<b>SIGNATURE:</b>	/Tracy B. Gray/		
<b>DATE SIGNED:</b>	05/21/2015		
<b>Total Attachments: 8</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 IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"EMERGING MEDIA GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "TRAFFIQ, INC." UNDER THE NAME OF "TRAFFIQ, 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 MARCH, A.D. 2014, AT 6:50 O'CLOCK P.M.

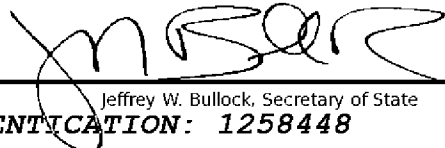
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1258448

DATE: 04-01-14

TRADEMARK  
REEL: 005521 FRAME: 0898

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**EMERGING MEDIA GROUP, INC.**

**WITH AND INTO**

**TRAFFIQ, INC.**

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the "DGCL"), Emerging Media Group, Inc. (the "**Corporation**"), a Delaware corporation, does hereby certify to the following information relating to the merger (the "**Merger**") of the Corporation with and into Traffiq, Inc., a Delaware corporation (the "**Subsidiary**"), with the Subsidiary remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on March 31, 2014 and attached hereto as Exhibit A, determined to merge the Corporation with and into the Subsidiary pursuant to Section 253 of the DGCL. The sole holder of all of the outstanding shares of each class of capital stock of the Corporation approved the Merger by written consent on March 31, 2014.
3. The Subsidiary shall be the surviving corporation of the Merger.
4. The Certificate of Ownership and Merger and the Merger shall become effective upon the filing of such Certificate of Ownership and Merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 31<sup>st</sup> of March, 2014.

EMERGING MEDIA GROUP, INC.

DocuSigned by:  
By: Lori Goldberg  
0734E354871E48E...

Name: Lori Goldberg

Title: President

**EXHIBIT A**

**ACTION BY WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS  
OF  
EMERGING MEDIA GROUP, INC.**

The undersigned, constituting all of the members of the board of directors (the "**Board**") of Emerging Media Group, Inc., a Delaware corporation (the "**Corporation**"), pursuant to Section 141(f) of the Delaware General Corporation Law ("**DGCL**"), hereby adopt the following resolutions by written consent, effective as of March 31, 2014:

**MERGER**

**WHEREAS**, Emerging Media Group, Inc., a Delaware corporation, (the "**Corporation**"), owns all of the issued and outstanding shares of each class of capital stock of Traffiq, Inc., a Delaware corporation (the "**Subsidiary**"); and

**WHEREAS**, it is deemed advisable and in the best interest of the Corporation that the Corporation merge with and into the Subsidiary, with the Subsidiary as the surviving corporation.

**NOW, THEREFORE, BE IT RESOLVED**, that the Corporation be merged with and into the Subsidiary pursuant to Section 253 of the Delaware General Corporation Law (the "**Merger**"), so that the separate existence of the Corporation shall cease as soon as the Merger shall become effective, and the Subsidiary shall continue as the surviving corporation (the "**Surviving Corporation**"); and

**RESOLVED FURTHER**, that holders of the common stock of the Corporation, par value \$0.001 per share (the "**Corporation Common Stock**"), upon surrender of any certificates therefor, shall receive an equivalent number of shares of the common stock of the Surviving Corporation, par value \$0.001; and

**RESOLVED FURTHER**, that the certificate of incorporation of the Surviving Corporation shall be as attached hereto as **Exhibit 1**; and

**RESOLVED FURTHER**, that the President, Vice President, Treasurer, Secretary and any other officer of the Corporation (each such person, an "**Authorized Officer**") be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file or cause to be filed the Certificate of Ownership and Merger with the Secretary of State of Delaware and pay any fees related to such filing.

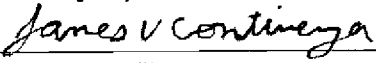
## **OMNIBUS RESOLUTION**

**RESOLVED**, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

This Action may be signed in one or more counterparts, each of which shall be deemed an original, and all of which shall constitute an instrument. This Action By Written Consent shall be filed with the minutes of the Proceedings of the Board.

*[The remainder of this page is intentionally left blank.]*

IN WITNESS WHEREOF, the undersigned have executed this Action by Written Consent as of the date first written above.

DocuSigned by:  
  
James Continenza


DocuSigned by:  
  
Scott Eisenberg



EXHIBIT 1  
RESTATED CERTIFICATE OF INCORPORATION

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION**

**OF**

**TRAFFIQ, INC.**

**I.**

The name of this corporation is Traffiq, Inc. (this "**Corporation**").

**II.**

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle, and the name of the Corporation's registered agent in the State of Delaware at such address is The Corporation Trust Company.

**III.**

This Corporation's purpose is to engage in any lawful act or activity for which a corporation may be organized under the DGCL.

**IV.**

This Corporation is authorized to issue one class of stock, to be designated "Common Stock." The total number of shares of Common Stock presently authorized is two thousand (2,000), each having a par value of one-tenth of one cent (\$0.001).

**V.**

**A.** The management of the business and the conduct of the affairs of this Corporation is vested in this Corporation's board of directors (the "**Board**"). The number of directors which constitutes the whole Board will be fixed by the Board in the manner provided in this Corporation's bylaws, as such may be amended or restated from time to time (the "**Bylaws**").

**B.** Elections of directors to serve on the Board need not be by written ballot unless the Bylaws so provide.

**C.** Subject to any additional vote required by the DGCL or this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by the DGCL, the Board is expressly authorized to make, repeal, alter, amend and rescind any or all of the provisions of the Bylaws.

**VI.**

**A.** To the fullest extent permitted by law, a director serving on the Board will not be personally liable to this Corporation or this Corporation's stockholders for monetary damages for breach of a fiduciary duty as a director. If the DGCL or any other law of the State of Delaware is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors serving on the Board, then the liability of all such directors will be eliminated or limited to the fullest extent permitted by the DGCL or any other law of the State of Delaware as so amended.

**B.** Any amendment, repeal or modification of the foregoing provisions of this Article VI by this Corporation's stockholders will not adversely affect any right or protection afforded to a director having served or then-serving on the Board existing at the time of, or increase the liability of any director having served or then-serving on the Board with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**VII.**

**A.** To the fullest extent permitted by applicable law, this Corporation is authorized to provide indemnification of (and advancement of expenses to) this Corporation's directors, officers and agents (and any other persons to which the DGCL permits this Corporation to provide indemnification) through bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL.

**B.** Any amendment, repeal or modification of the foregoing provisions of this Article VII will not adversely affect any right or protection of any of this Corporation's directors, officers or other agents existing at the time of, or increase the liability of any of this Corporation's directors, officers or other agents with respect to any acts or omissions of such director, officer or other agent occurring prior to, such amendment, repeal or modification.

**VIII.**

Subject to any additional vote required by the DGCL or this Certificate of Incorporation, this Corporation 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 the DGCL, and all rights conferred upon stockholders herein are granted subject to this reservation.

\* \* \* \* \*