

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM349525

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
E lance-oDesk, Inc.		05/05/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Upwork Inc.		
Street Address:	441 Logue Avenue		
City:	Mountain View		
State/Country:	CALIFORNIA		
Postal Code:	94043		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	86543527	UPWORK	
CORRESPONDENCE DATA			
Fax Number:	6509938520		
<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:	(650) 988-8500		
Email:	trademarks@fenwick.com		
Correspondent Name:	Connie L. Ellerbach		
Address Line 1:	801 California Street		
Address Line 4:	Mountain View, CALIFORNIA 94041		
ATTORNEY DOCKET NUMBER:	26495-00071-4198		
NAME OF SUBMITTER:	Connie L. Ellerbach		
SIGNATURE:	/cle1087/		
DATE SIGNED:	07/28/2015		
Total Attachments: 2			
source=Name Change#page1.tif			
source=Name Change#page2.tif			

CH \$40.00 86543527

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 AMENDMENT OF "ELANCE-ODESK, INC.", CHANGING ITS NAME FROM "ELANCE-ODESK, INC." TO "UPWORK INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 2015, AT 1:10 O'CLOCK P.M.


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

5437847 8100

150614925

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2348634

DATE: 05-05-15

TRADEMARK
REEL: 005586 FRAME: 0646

CERTIFICATE OF AMENDMENT

OF

RESTATED CERTIFICATE OF INCORPORATION

OF

ELANCE-ODESK, INC.

Elance-oDesk, Inc., a Delaware corporation (the "*Corporation*"), does hereby certify that the following amendment to the Corporation's Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law, with the approval of such amendment by the Corporation's stockholders having been given by written consent without a meeting in accordance with Sections 228(d) and 242 of the Delaware General Corporation Law:

Article I of the Restated Certificate of Incorporation, relating to the name of the Corporation is amended to read in its entirety as follows:

"The name of this corporation is Upwork Inc. (the "*Corporation*")."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 28th day of April, 2015 and the foregoing facts stated herein are true and correct.

ELANCE-ODESK, INC.

By: 

Name: Stephane Kasriel

Title: Chief Executive Officer