

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM356314

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
HATCHLEARN INC.		02/27/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	OUTLEARN INC.		
<b>Street Address:</b>	745 Atlantic Ave., 8th Floor		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02111		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86524457	OUTLEARN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6175236850		
<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>	6175735850		
<b>Email:</b>	elizabeth.burkhard@hklaw.com		
<b>Correspondent Name:</b>	Elizabeth Burkhard/Holland & Knight LLP		
<b>Address Line 1:</b>	10 St. James Avenue		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02116		
<b>ATTORNEY DOCKET NUMBER:</b>	143735.00004		
<b>NAME OF SUBMITTER:</b>	Elizabeth R. Burkhard		
<b>SIGNATURE:</b>	/Elizabeth Burkhard/		
<b>DATE SIGNED:</b>	09/25/2015		
<b>Total Attachments: 3</b>			
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# Delaware

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*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 "HATCHLEARN INC.", CHANGING ITS NAME FROM "HATCHLEARN INC." TO "OUTLEARN INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2015, AT 4:34 O'CLOCK P.M.

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

5628608 8100

150288545



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2158523

DATE: 02-27-15

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

TRADEMARK  
REEL: 005630 FRAME: 0512

CERTIFICATE OF AMENDMENT

TO THE

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

HATCHLEARN INC.

HatchLearn Inc., (the “**Corporation**”) a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”), does hereby certify as follows:

That the name of the Corporation is HatchLearn Inc., and that the Corporation was originally incorporated pursuant to the General Corporation Law on October 27, 2014 under the name HatchLearn PBC.

The Board of Directors of the Corporation duly adopted a resolution by written consent in accordance with Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, setting forth an amendment to the Amended and Restated Certificate of Incorporation of the Corporation (the “**Certificate of Incorporation**”) and declaring said amendment advisable. The stockholders of the Corporation duly approved said proposed amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is, and the Certificate of Incorporation of the Corporation is hereby amended as follows:

RESOLVED: That the Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article FIRST:

“FIRST: The name of this corporation is Outlearn Inc. (the “**Corporation**”).”

\* \* \*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed on this 27<sup>th</sup> day of February, 2015.

By: /s/ Jeffrey R. Whatcott  
Jeffrey R. Whatcott, President