

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM360691

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/15/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MaintenanceNet, Inc.		01/15/2014	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	MaintenanceNet, Inc.		
Street Address:	3115 Melrose Dr., Ste. 250		
City:	Carlsbad		
State/Country:	CALIFORNIA		
Postal Code:	92010		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4802069	AUTOQUOTE	
CORRESPONDENCE DATA			
Fax Number:	6509385200		
<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:	Linda M. Goldman, Esq.		
Address Line 1:	801 California Street		
Address Line 2:	Silicon Valley Center		
Address Line 4:	Mountain View, CALIFORNIA 94041		
ATTORNEY DOCKET NUMBER:	23764-00071-2185		
NAME OF SUBMITTER:	Linda M. Goldman, Esq.		
SIGNATURE:	/img/		
DATE SIGNED:	10/30/2015		
Total Attachments: 6			
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FILED *llc*
Secretary of State
State of California *Dgg*

JAN 16 2014

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Delaware

PAGE 1 *llc*

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:

"MAINTENANCENET, INC.", A CALIFORNIA CORPORATION,
WITH AND INTO "MAINTENANCENET, INC." UNDER THE NAME OF "MAINTENANCENET, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF JANUARY, A.D. 2014, AT 6:45 O'CLOCK P.M.

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



5466538 8100M

140054118

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

Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1063502

DATE: 01-15-14

D1222784

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:45 PM 01/15/2014
FILED 06:45 PM 01/15/2014
SRV 140054218 - 5466538 FILE

CERTIFICATE OF OWNERSHIP AND MERGER

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, MaintenanceNet, Inc., a California corporation (the "Parent Corporation"), for the purpose of effecting the merger (the "Merger") of Parent Corporation with and into MaintenanceNet, Inc., a Delaware corporation and the wholly owned subsidiary of the Parent Corporation (the "Surviving Corporation"), does hereby certify:

FIRST: That the Surviving Corporation is incorporated and duly organized under the laws of the State of Delaware.

SECOND: That the Parent Corporation owns all of the outstanding shares of the capital stock of the Surviving Corporation.

THIRD: That attached as Exhibit A hereto are resolutions of the Board of Directors of the Parent Corporation, duly adopted by each Board of Directors on January 15, 2014, approving the Merger and the filing of this Certificate of Ownership and Merger.

FOURTH: That the holders of a majority of the outstanding stock of the Parent Corporation entitled to vote have approved the Merger by written consent under the provisions of Section 603 of the California Corporations Code.

IN WITNESS WHEREOF, Parent Corporation has caused this certificate to be signed by Scott Herron, this 15th day of January, 2014.

MAINTENANCENET, INC.
a California corporation


By: 
Scott Herron
President and Chief Executive Officer

EXHIBIT A

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
MAINTENANCENET, INC. (THE "COMPANY")
(a California corporation)**

January 15, 2014

1. Formation of Delaware Subsidiary.

WHEREAS, the Board of Directors of the Company, believes that it is in the best interests of the Company to reincorporate as a Delaware corporation; and

WHEREAS, in connection with such reincorporation, the Company shall incorporate and establish a wholly-owned subsidiary of the Company in the State of Delaware;

NOW, THEREFORE, BE IT RESOLVED, that the officers of the Company are authorized and directed to take all actions they may deem necessary or appropriate in incorporating, establishing and qualifying MaintenanceNet, Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("MaintenanceNet-Delaware").

2. Purchase of MaintenanceNet-Delaware Common Stock.

RESOLVED, that the Board of Directors hereby approves the purchase of 10,000 shares of Common Stock of MaintenanceNet-Delaware at a purchase price of \$0.0001 per share pursuant to the terms of a Stock Purchase Agreement between MaintenanceNet-Delaware and the Company.

3. Merger of the Company into MaintenanceNet-Delaware.

RESOLVED, that the Board of Directors hereby approves the reincorporation of the Company as a Delaware corporation;

RESOLVED FURTHER, that the Board of Directors believes that it is in the best interest of the Company to effect such reincorporation by means of a reorganization (within the meaning of Internal Revenue Code Section 368) (the "Reorganization") effected by merging the Company into MaintenanceNet-Delaware, a wholly-owned subsidiary of the Company, pursuant to which

- every one (1) share of outstanding Common Stock of the Company will be exchanged for one (1) share of Common Stock of MaintenanceNet-Delaware;
- every one (1) share of outstanding Series A Preferred Stock of the Company will be exchanged for one (1) share of Series A Preferred Stock of MaintenanceNet-Delaware; and

every outstanding option to purchase one (1) share of Common Stock of the Company will be assumed by the Company and converted into an option to purchase one (1) share of Common Stock of MaintenanceNet-Delaware, with no change in the exercise price, vesting schedule or other terms and conditions thereof.

RESOLVED FURTHER, that the Board of Directors does hereby approve the Reorganization:

RESOLVED FURTHER, that the Agreement and Plan of Merger (the "Merger Agreement"), and all transactions described therein, be, and they hereby are, adopted and approved, with such changes as may be approved by the President of the Company and MaintenanceNet-Delaware in his sole discretion, his signature on such document to constitute conclusive evidence of such approval;

RESOLVED FURTHER, that the effective date of the Reorganization (the "Effective Date") shall be the date of filing of the Certificate of Ownership and Merger or the Merger Agreement in the Office of the Secretary of State of Delaware;

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take such further actions, including, but not limited to, providing notification of the Reorganization to any appropriate governmental or regulatory agencies and filing any forms and documents with such agencies as may be required or advisable by them or by law, and to obtain such consents from any third parties or governmental or regulatory agencies as may be necessary or advisable to carry out the Reorganization;

RESOLVED FURTHER, that the Merger Agreement, the Certificate of Incorporation and the Bylaws of MaintenanceNet-Delaware, and such other documents and proposals including, without limitation, any related certificates necessary to effect the Reorganization, be submitted to the shareholders of the Company for approval along with a Shareholder Information Statement and that each of the officers of the Company be, and they hereby are, authorized and directed to prepare and submit said documentation to the shareholders of the Company for their approval;

RESOLVED FURTHER, that, subject to obtaining the requisite approval of the Merger Agreement by the Company's shareholders, the Company's Chairman, President and/or Secretary of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to (i) execute and deliver the Merger Agreement to MaintenanceNet-Delaware in substantially the form approved herein by the Board or such other form as the Board and shareholders shall hereafter approve, under which the Company would effect the Reorganization, (ii) consummate all the transactions contemplated by

the Merger Agreement, on the terms set forth in the Merger Agreement and pursuant to such other agreements, and any amendments thereto, as the officers executing such may in their discretion deem reasonable and appropriate, and (iii) prepare and cause to be filed the Merger Agreement and any related officers' certificates or other documents required to be filed with the appropriate governmental offices in the States of Delaware and California in accordance with the laws applicable to consummate the Reorganization;

RESOLVED FURTHER, that there is hereby adopted and incorporated by reference the full text of any resolution that may be required by any person or entity in connection with the Reorganization, and that the Secretary of the Company is hereby authorized and empowered to certify to such person or entity that any such form of resolution so required has been adopted; and

RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company and under its corporate seal if appropriate, to (i) prepare and cause to be filed any related certificates or other documents required to be filed with the appropriate governmental offices in the States of Delaware and California in accordance with applicable laws in order to consummate the Reorganization, and (ii) make all such arrangements, to do and perform all such acts and things, to execute and deliver all such officers' certificates and such other instruments and documents, to effect all filings and qualifications, and to take all further action as they may deem necessary or appropriate in order to effectuate fully the purpose of each and all of the foregoing resolutions (hereby ratifying and confirming any and all actions taken heretofore and hereafter to accomplish such purposes, all or singular).

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TRADEMARK

REEL: 005656 FRAME: 0763



I hereby certify that the foregoing
transcript of 5 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

JAN 16 2014

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State

TRADEMARK