

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM364435

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	05/27/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PHHHOTO LLC		05/27/2014	LIMITED LIABILITY COMPANY: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	PHHHOTO Inc.		
<b>Street Address:</b>	1166 Manhattan Avenue		
<b>Internal Address:</b>	Suite 203		
<b>City:</b>	Brooklyn		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	11222		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4641932	PHHHOTO	
<b>Registration Number:</b>	4443123	PHHHOTO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4154343947		
<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>	415 774 2953		
<b>Email:</b>	mkahn@sheppardmullin.com, pmarquez@sheppardmullin.com		
<b>Correspondent Name:</b>	Michelle D. Kahn, Sheppard Mullin		
<b>Address Line 1:</b>	Four Embarcadero Center		
<b>Address Line 2:</b>	17th Floor		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94111		
<b>ATTORNEY DOCKET NUMBER:</b>	42LT-222257		
<b>NAME OF SUBMITTER:</b>	Michelle D. Kahn		
<b>SIGNATURE:</b>	/MDK/		
<b>DATE SIGNED:</b>	12/03/2015		
<b>Total Attachments: 3</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 MERGER, WHICH MERGES:

"PHHHOTO LLC", A NEW YORK LIMITED LIABILITY COMPANY,  
WITH AND INTO "PHHHOTO INC." UNDER THE NAME OF "PHHHOTO INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF MAY, A.D. 2014, AT 6:08 O'CLOCK P.M.

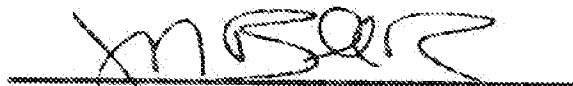
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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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: 1410491

DATE: 05-29-14

TRADEMARK  
REEL: 005681 FRAME: 0500

**CERTIFICATE OF MERGER**

**OF**

**PHHHOTO LLC**  
a New York limited liability company

**WITH AND INTO**

**PHHHOTO INC.**  
a Delaware corporation

Under Section 264 of the Delaware General Corporation Law, PHHHOTO Inc., a Delaware corporation, hereby certifies that:

**FIRST:** The name and state of domicile of each of the constituent entities to the merger are (1) PHHHOTO LLC, a New York limited liability company, and (2) PHHHOTO Inc., a Delaware corporation.

**SECOND:** An agreement and plan of merger (the "Agreement and Plan of Merger") providing for the merger of PHHHOTO LLC, a New York limited liability company, with and into PHHHOTO Inc., a Delaware corporation (the "Surviving Corporation"), has been duly approved, adopted, certified, executed and acknowledged in accordance with Section 264 of the Delaware General Corporation Law.

**THIRD:** The full name of the Surviving Corporation is PHHHOTO Inc.

**FOURTH:** The certificate of incorporation of PHHHOTO Inc., a Delaware corporation, shall be the certificate of incorporation of the Surviving Corporation.

**FIFTH:** The certificate of incorporation of PHHHOTO Inc., a Delaware corporation, shall be the certificate of incorporation as set forth in Attachment A to this Certificate of Merger.

**SIXTH:** A copy of the Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation at:

1166 Manhattan Avenue, Suite 203  
Brooklyn, New York 11222

**SEVENTH:** 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 any constituent corporation or to any member of any constituent limited liability company.

[Signature page follows]

IN WITNESS WHEREOF, PHHHOTO Inc., a Delaware corporation, has caused this Certificate of Merger to be executed by its duly authorized officer as of May 27, 2014.

PHHHOTO INC.

By:   
\_\_\_\_\_  
Omar Elsayed  
President and Chief Executive Officer

[SIGNATURE PAGE TO DELAWARE CERTIFICATE OF MERGER]