

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM368982

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Radialpoint SafeCare Inc.		11/17/2015	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Gestion Smooch Inc./Smooch Holdings Inc.		
Street Address:	2050 Bleury Street		
Internal Address:	Suite 3000		
City:	Montreal, Quebec		
State/Country:	CANADA		
Postal Code:	H3A2J5		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	86786990	SMOOCH	
Serial Number:	86786977		
CORRESPONDENCE DATA			
Fax Number:	3126095005		
<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:	3126097850		
Email:	abufalino@vedderprice.com		
Correspondent Name:	Angelo J. Bufalino		
Address Line 1:	Vedder Price P.C.		
Address Line 2:	222 N. LaSalle St., Suite 2400		
Address Line 4:	Chicago, ILLINOIS 60601		
ATTORNEY DOCKET NUMBER:	48736.00.0001/0002		
NAME OF SUBMITTER:	Angelo J. Bufalino		
SIGNATURE:	/angelo bufalino/		
DATE SIGNED:	01/13/2016		
Total Attachments: 4			
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CANADA
PROVINCE OF NEW BRUNSWICK
BUSINESS CORPORATIONS ACT

CANADA
PROVINCE DU NOUVEAU-BRUNSWICK
LOI SUR LES CORPORATIONS
COMMERCIALES

CERTIFICATE OF AMENDMENT

CERTIFICAT DE MODIFICATION

Gestion Smooch Inc./Smooch Holdings Inc.

Name of Corporation / Raison sociale de la corporation

638955

Corporation Number / Numéro de la corporation

I HEREBY CERTIFY that the Articles of the above-mentioned corporation were amended under the relevant section(s) of the Act, as applicable:

JE CERTIFIE que les statuts de la corporation mentionnée ci-dessus ont été modifiés en vertu des articles pertinents de la Loi, selon le cas :

- (a) Section 11 of the Business Corporations Act in accordance with the attached notice;
Article 11 de la Loi sur les corporations commerciales conformément à l'avis ci-joint;
- (b) Section 26 of the Business Corporations Act as set out in the attached Articles of Amendment designating a series of shares;
Article 26 de la Loi sur les corporations commerciales de la façon indiquée dans les statuts de modification ci-joints décrivant les actions d'une série;
- (c) Section 117 of the Business Corporations Act as set out in the attached Articles of Amendment;
Article 117 de la Loi sur les corporations commerciales de la façon indiquée dans les statuts de modification ci-joints;
- (d) Section 132 of the Business Corporations Act as set out in the attached Articles of Reorganization.
Article 132 de la Loi sur les corporations commerciales de la façon indiquée dans les statuts de réorganisation ci-joints.

Deputy Director - Directeur adjoint

November 17, 2015 - le 17 novembre 2015

Date of Amendment - Date de modification

NEW BRUNSWICK
BUSINESS CORPORATIONS ACT
FORM 3
ARTICLES OF AMENDMENT
(SECTION 26, 116)

NOUVEAU-BRUNSWICK
LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 3
STATUTS DE MODIFICATION
(ARTICLE 26, 116)

1 - Name of Corporation - Raison sociale de la corporation
Radialpoint SafeCare Inc.

2 - Corporation No. - Numéro de la corporation
638955

³ - The articles of the above - mentioned corporation are amended as follows:

Les statuts de la corporation mentionnée ici sont modifiés comme suit :

The new name of the corporation is: - La nouvelle raison sociale de la corporation est :

Gestion Smooch Inc./Smooch Holdings Inc.

The share structure of the corporation is amended as follows: - L'organisation du capital social est modifiée comme suit :

See Schedule - Share Structure / Voir annexe - Organisation du capital social

Date 2015-11-17	Signature Warren Levitan	Description of Office - Description du bureau President & CEO
FOR DEPARTMENT USE ONLY RÉSERVÉ À L'USAGE DU MINISTÈRE Corporation No. - No. de Corporation 638955 TN# 2006873		Filed - Déposé 2015-11-17

NEW BRUNSWICK
BUSINESS CORPORATIONS ACT
FORM 3
ARTICLES OF AMENDMENT
(SECTION 26, 116)



NOUVEAU-BRUNSWICK
LOI SUR LES CORPORATIONS COMMERCIALES
FORMULE 3
STATUTS DE MODIFICATION
(ARTICLE 26, 116)

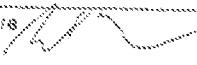
1-Name of Corporation - Raison sociale de la corporation RADIALPOINT SAFECARE INC.	2-Corporation No.-Numéro de la corporation 638955
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3-The articles of the above-mentioned corporation are amended as follows:	Les statuts de la corporation mentionnée ici sont modifiés comme suit :
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The name of the Corporation is changed from Radialpoint SafeCare Inc. to Gestion Smooch Inc. / Smooch Holdings Inc.

The share structure of the Corporation is amended as follows:

See Schedule - Share Structure / Voir annexe - Organisation du capital social

Date 2015-11-17	Signature  Warren Loviton	Description of Office - Description du bureau President and Chief Executive Officer
FOR DEPARTMENTAL USE ONLY RESERVE AU SEUL USAGE DU MINISTÈRE		Filed -Déposé

SNB250/450307 / 45-5031 (09/12)

Schedule - Share Structure / Annexe - Organisation du capital social

1. Share Exchange. Effective upon the issuance of a Certificate of Amendment by the Director (New Brunswick) in respect of these articles of amendment (the "Effective Time"):

(a) all of the issued and outstanding Class A Convertible Preferred Shares of the Corporation are exchanged for Common Shares of the Corporation on the basis of 0.435603395061114 Common Share for each Class A Convertible Preferred Share and \$1.00 to be shared among all the holders of the issued and outstanding Class A Convertible Preferred Shares on a prorata basis based on the number of Class A Convertible Preferred Shares held by such holder over the total number of Class A Convertible Preferred Shares issued and outstanding prior to the exchange; and

(b) all of the issued and outstanding Class B Convertible Preferred Shares of the Corporation are exchanged for Common Shares of the Corporation on the basis of 0.435603395061114 Common Share for each Class B Convertible Preferred Share and \$1.00 to be shared among all the holders of the issued and outstanding Class B Convertible Preferred Shares on a prorata basis based on the number of Class B Convertible Preferred Shares held by such holder over the total number of Class B Convertible Preferred Shares issued and outstanding prior to the exchange,

(the exchange of the Class A Convertible Preferred Shares pursuant to paragraphs 1(a) above and the exchange of the Class B Convertible Preferred Shares pursuant to paragraph 1(b) above are collectively referred to as the "Share Exchange").

2. Share Certificates. Each holder of Class A Convertible Preferred Shares or Class B Convertible Preferred Shares may surrender his, her or its certificate or certificates representing such Class A Convertible Preferred Shares or Class B Convertible Preferred Shares (or, if such holder alleges that such certificate has been lost, stolen or destroyed, a lost certificate affidavit and an agreement reasonably acceptable to the Corporation to indemnify the Corporation against any claim that may be made against the Corporation in accordance of the alleged loss, theft or destruction of such certificate) to the Corporation at its head office at any time after the date of the Certificate of Amendment issued by the Director (New Brunswick). As soon as practicable after the surrender of the certificate or certificates (or lost certificate affidavit and agreement) representing the Class A Convertible Preferred Shares or Class B Convertible Preferred Shares being exchanged pursuant to the Share Exchange, as applicable, the Corporation shall issue and deliver to such holder, or his, her or its nominees, a certificate or certificates for the number of full Common Shares issuable pursuant to the Share Exchange. In the event that a holder of Class A Convertible Preferred Shares or Class B Convertible Preferred Shares fails to surrender his, her or its share certificate representing such Class A Convertible Preferred Shares or Class B Convertible Preferred Shares, such share certificates previously evidencing Class A Convertible Preferred Shares or Class B Convertible Preferred Shares shall thereafter evidence and be deemed to evidence the Common Shares being issued to such holder pursuant to the Share Exchange.

3. Effect of the Share Exchange. As of the Effective Time, all rights of a holder of Class A Convertible Preferred Shares or Class B Convertible Preferred Shares as a holder of the exchanged Class A Convertible Preferred Shares or Class B Convertible Preferred Shares, except only the right of such holder to receive a certificate representing Common Shares issued pursuant to the Share Exchange under paragraph 2 above, shall cease, and each person in whose name any certificate for Common Shares is issuable pursuant to the Share Exchange shall become the holder of record of such Common Shares.

4. Fractional Shares. No fractional Common Shares shall be issued upon the Share Exchange. If any fractional Common Share would be delivered upon such Share Exchange, the Corporation, in lieu of delivering such fractional Common Share, shall issue one whole Common Share to the holder of the Class A Convertible Preferred Shares or Class B Convertible Preferred Shares being exchanged instead of such fractional Common Share.