

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM370716

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/21/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SMARTDIGITAL, INC.		01/21/2016	CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	SMARTDIGITAL HOLDINGS, INC.		
Street Address:	200 South Michigan Avenue		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60604		
Entity Type:	CORPORATION: ILLINOIS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4601975	ELEVATE DIGITAL	
CORRESPONDENCE DATA			
Fax Number:	6175231231		
<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:	6175701000		
Email:	rthomas@goodwinprocter.com		
Correspondent Name:	Ryan E. Thomas		
Address Line 1:	Goodwin Procter LLP		
Address Line 2:	Exchange Place, 53 State Street		
Address Line 4:	Boston, MASSACHUSETTS 02109		
ATTORNEY DOCKET NUMBER:	132533/247722		
NAME OF SUBMITTER:	Ryan E. Thomas		
SIGNATURE:	/RET/		
DATE SIGNED:	01/27/2016		
Total Attachments: 15			
source=Merger Doc#page1.tif			
source=Merger Doc#page2.tif			
source=Merger Doc#page3.tif			

OP \$40.00 4601975

source=Merger Doc#page4.tif
source=Merger Doc#page5.tif
source=Merger Doc#page6.tif
source=Merger Doc#page7.tif
source=Merger Doc#page8.tif
source=Merger Doc#page9.tif
source=Merger Doc#page10.tif
source=Merger Doc#page11.tif
source=Merger Doc#page12.tif
source=Merger Doc#page13.tif
source=Merger Doc#page14.tif
source=Merger Doc#page15.tif



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JANUARY 21, 2016

6769-918-1

SERVICE PARTNERS INFORMATION CO.
520 S 2ND ST. #2130
SPRINGFIELD, IL 62701

RE SMARTDIGITAL HOLDINGS, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THE SURVIVING CORPORATION SHALL EXECUTE A REPORT FOLLOWING MERGER (FORM BCA 14.35) AND FILE IT IN THIS OFFICE WITHIN SIXTY (60) DAYS OF THE EFFECTIVE DATE OF THE MERGER. THIS FORM IS AVAILABLE ON OUR WEBSITE AT WWW.CYBERDRIVEILLINOIS.COM. CLICK ON PUBLICATIONS ON THE MENU BAR.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FORM BCA 11.25 (rev. Dec. 2003)
 ARTICLES OF MERGER,
 CONSOLIDATION OR EXCHANGE
 Business Corporation Act

FILED


JAN 21 2016

JESSE WHITE
 SECRETARY OF STATE

Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-6961
 www.cyberdriveillinois.com

Remit payment in the form of a
 check or money order payable
 to Secretary of State.

Filing fee is \$100, but if merger or
 consolidation involves more than two
 corporations, submit \$50 for each
 additional corporation.

File # 6769-918-1 Filing Fee: \$ 100.00 Approved: 

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ~~consolidate~~ ^{merge} and State or Country of Incorporation.
~~exchange shares~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>smartDIGITAL Holdings, Inc.</u>	<u>Illinois</u>	<u>D 6769-918-1</u>
<u>smartDIGITAL, Inc.</u>	<u>Illinois</u>	<u>D 6843-242-1</u>
<u>elevate Digital, Inc.</u>	<u>Nevada</u>	<u>N/A</u> <i>NR</i>

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~ ^{surviving} corporation: smartDIGITAL Holdings, Inc.
~~acquiring~~

b. Corporation shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows:
~~exchange~~

See Exhibit A attached hereto.

5. The ~~consolidation~~ ^{merger} was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
<u>elevate Digital, Inc.</u>	<u>100 shares common stock</u>	<u>100 shares common stock</u>
<u>smartDIGITAL, Inc.</u>	<u>100 shares common stock</u>	<u>100 shares common stock</u>
_____	_____	_____
_____	_____	_____

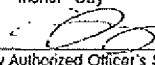
b. Not applicable to 100 percent-owned subsidiaries.

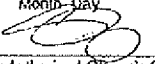
The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____
Month Day Year

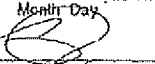
Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated January 21st, 2016, smartDIGITAL Holdings, Inc.
Month Day Year Exact Name of Corporation

Any Authorized Officer's Signature
George Bucuasa - CEO
Name and Title (type or print)

Dated January 21st, 2016, smartDIGITAL, Inc.
Month Day Year Exact Name of Corporation

Any Authorized Officer's Signature
George Bucuasa - CEO
Name and Title (type or print)

Dated January 21st, 2016, elevate Digital, Inc.
Month Day Year Exact Name of Corporation

Any Authorized Officer's Signature
George Bucuasa - CEO
Name and Title (type or print)

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER ("Agreement") dated this 21st day of January, 2016, by and between smartDIGITAL Holdings, Inc. ("Surviving Corporation"), an Illinois corporation, and elevate DIGITAL, Inc. a Nevada corporation ("EDigital"), and smartDIGITAL, Inc., an Illinois corporation ("SDigital"). The foregoing (other than Surviving Corporation) are referred to collectively as the "Merging Corporations," and all of the parties hereto are sometimes collectively referred to as the "Constituent Corporations."

W I T N E S S E T H :

WHEREAS, each of the Merging Corporations is owned directly by the Surviving Corporation;

WHEREAS, the holders of outstanding shares of each Constituent Corporation having not less than the minimum number of votes necessary to adopt such plan (the "Shareholders"), as provided by the articles of incorporation of the respective corporations and in accordance with 92A.120 of the Revised Statutes and Administrative Codes of the State of Nevada (the "NRS") as relevant to EDigital, and Section 11.20 of the Business Corporation Act of 1983 of the State of Illinois (the "BCA") as relevant to Surviving Corporation and SDigital, and Board of Directors of each Constituent Corporation deem it advisable for the general welfare and advantage of the Constituent Corporations that the Merging Corporations merge into the Surviving Corporation pursuant to this Agreement and the applicable laws of the State of Illinois and Nevada;

WHEREAS, the Shareholders and Board of Directors of each Constituent Corporation have approved this Agreement;

WHEREAS, the Surviving Corporation is a corporation duly organized, validly existing and in good standing under the laws of the State of Illinois and has authorized capital of (i) 46,000,000 shares of common stock, no (\$0.00) par value, of which (A) 35,000,000 shares are designated Class A Voting Stock and (b) 11,000,000 shares are designated Class B Voting Non-

Equity Common Stock; (ii) 20,000,000 shares of Preferred Stock, no (\$0.00) par value per share of which (A) 5,578,889 shares are designated Series A Preferred Stock, (B) 1,475,000 shares are designated Series A Special Voting Preferred Stock, (C) 9,000,500 shares are designated Series B Preferred Stock, (D) 2,500,000 shares are designated Series B Special Voting Preferred Stock, and (E) 1,445,611 shares are Preferred Stock undesignated in series. The following shares are presently issued and outstanding: 8,584,905 shares of Class A Voting Common Stock; no shares of Class B Voting Non-Equity Common Stock; 5,578,889 shares of Series A Preferred Stock; 1,475,000 shares of Series A Special Voting Preferred Stock; 1,499,642 shares of Series B Preferred Stock; and 2,500,000 shares of Series B Special Voting Preferred Stock (collectively, the "Holdings Shares");

WHEREAS, EDigital is a corporation duly organized, validly existing and in good standing under the laws of the State of Nevada and has authorized capital of (i) 5,010,000 shares of common stock, no (\$0.00) par value per share of which (A) 10,000 shares are designated Common Shares and (B) 5,000,000 shares are designated Common Exchangeable Shares; and (ii) 2,500,000 shares of preferred stock, no (\$0.00) par value per share, all of which is designated Class A Preferred Exchangeable Stock. It has 100 Common Shares presently issued and outstanding (the "Elevate Shares"); and

WHEREAS, SDigital is a corporation duly organized, validly existing and in good standing under the laws of the State of Illinois and has authorized capital of (i) 5,010,000 shares of common stock, no (\$0.00) par value per share of which (A) 10,000 shares are designated Common Shares and (B) 5,000,000 shares are designated Common Exchangeable Shares; and (ii) 1,775,000 shares of preferred stock, no (\$0.00) par value per share, all of which is designated Class A Preferred Exchangeable Stock. It has 100 Common Shares presently issued and outstanding (the "smartDIGITAL shares").

NOW, THEREFORE, in consideration of the mutual covenants and conditions herein contained, the Constituent Corporations hereby agree with each other that the Merging Corporations shall be merged with and into the Surviving Corporation and the Surviving

Corporation shall be the Surviving Corporation in accordance with the applicable laws of the State of Illinois and the State of Nevada and that the terms and conditions of the merger and the mode of carrying it into effect are and shall be as hereinafter set forth (the "Merger").

Section 1. Effective Date.

The merger provided for in this Agreement shall become effective (the "Effective Date") upon the filing of the Articles of Merger with the Illinois Secretary of State, subject to the completion of the following:

(a) This Agreement shall have been approved by the Board of Directors and Shareholders of each Constituent Corporation pursuant to the BCA and the NRS, as applicable.

(b) Each of the Illinois Articles of Merger and Nevada Articles of Merger shall have been duly executed, acknowledged and filed with the appropriate Secretary of State.

Section 2. Certificate of Incorporation and Bylaws.

The Certificate of Incorporation and Bylaws of the Surviving Corporation shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation from and after the Effective Date, subject to the right of the Surviving Corporation to amend its Certificate of Incorporation and Bylaws in accordance with the laws of the State of Illinois.

Section 3. Manner of Converting Shares; Capitalization.

The mode of carrying the Merger into effect and the manner and basis of converting the shares of the Constituent Corporations upon the Effective Date, are as follows:

(a) The Holdings Shares shall remain unchanged.

(b) The Elevate Shares shall be cancelled, without further action and by virtue of the Merger.

(c) The smartDIGITAL shares shall be cancelled, without further action and by virtue of the Merger.

Section 4. Board of Directors and Officers.

The members of the Board of Directors of the Surviving Corporation shall be the Board of Directors of the Surviving Corporation from and after the Effective Date until the election and

qualification of their respective successors. The elected officers of the Surviving Corporation, who shall continue in office at the pleasure of the Board of Directors of the Surviving Corporation, shall be the elected officers of the Surviving Corporation from and after the Effective Date, until the election and qualification of their respective successors.

Section 5. Effect of the Merger.

Upon the Effective Date, the Merging Corporations shall be merged with and into the Surviving Corporation and the separate existence of each Merging Corporation shall cease. All rights, privileges, powers, immunities, purposes and franchises, all real property and personal property, tangible and intangible, of every kind and description, and all obligations and liabilities of each Merging Corporation shall be taken by and deemed to be transferred to and vested in the Surviving Corporation, without further act or deed.

Section 6. Action by the Constituent Corporations.

If this Agreement shall have been adopted by the Board of Directors and Shareholders of the Constituent Corporations in accordance with the applicable laws of the State of Illinois and Nevada, then, provided all other conditions herein contained shall have been fulfilled at such date, the Nevada Articles of Merger shall be filed in accordance with the laws of the State of Nevada and the Illinois Articles of Merger shall be filed in accordance with the laws of the State of Illinois. The Constituent Corporations shall do all such other acts and things as shall be necessary or desirable in order to effectuate the Merger.

Section 7. Termination of Agreement.

This Agreement may be terminated at any time prior to the time of filing of the Nevada Articles of Merger and Illinois Articles of Merger by the Board of Directors of any Constituent Corporation. In the event of a termination of this Agreement pursuant to this Section 7, this Agreement shall become null and void and each party hereto shall pay its costs and expenses incurred by and in connection with this Agreement, and no party (or any of its directors, officers and shareholders) shall be liable to any other party for any costs, expenses, damage or loss of anticipated profits hereunder.

Section 8 General.

(d) Upon the Effective Date, all bank accounts and banking resolutions then in effect with respect to the Merging Corporations shall continue and remain in effect as bank accounts and banking resolutions of the Surviving Corporation, until such time as they may be terminated or modified by the Surviving Corporation in accordance with law.

(e) At any time, and from time to time, after the Effective Date, each party will execute such additional instruments and take such action as may be reasonably requested by any other party to confirm or perfect title to any property transferred hereunder or otherwise to carry out the intent and purposes of this Agreement.

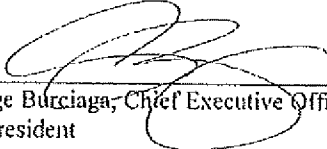
(f) This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

(g) This Agreement shall not be assignable by any party hereto and shall be binding upon the parties and their respective successors.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement on the date and year first written above.

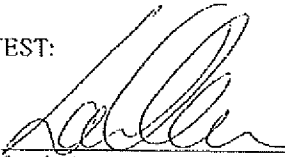
smartDIGITAL Holdings, Inc.

By:


George Burciaga, Chief Executive Officer
and President

ATTEST:

By:


Louis Amoroso, Chief Operating Officer
and Secretary

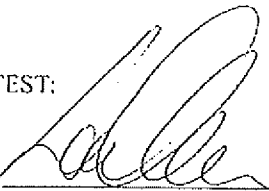
smartDIGITAL, Inc.

By:


George Burciaga, Chief Executive Officer
and President

ATTEST:

By:


Louis Amoroso, Chief Operating Officer
and Secretary

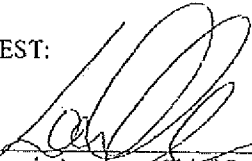
elevate DIGITAL, Inc.

By:


George Burciaga, Chief Executive Officer
and President

ATTEST:

By:


Louis Amoroso, Chief Operating Officer
and Secretary

Signature Page to Plan of Merger

Form **BCA-14.30**

(Rev. Jan. 2003)

Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-9522, 217-782-6961
 www.cyberdriveillinois.com

Cumulative Report of Changes in Issued Shares and Paid-In Capital

(Please type or print legibly in BLACK INK)

File #: 6769-918-1

DO NOT SEND CASH

Date: 1/21/16
 License Fee: \$
 Franchise Tax: \$
 Filing Fee: \$ 5
 Penalty: \$
 Interest: \$
 Approved:

- Corporate Name: smartDIGITAL HOLDINGS, INC.
- State or Country of Incorporation: ILLINOIS
- Authorized and Issued Shares as last reported (In any document other than an annual report.):

Class	Series	Par Value	Number Authorized	Number Issued
See attachment				

4. Paid-in Capital as last reported (In any document other than an annual report.): \$ 8,553,530.00

5. Current Reporting Period Transactions (See Note 1 on back.): 10/1/2015 - 1/21/2016
- List the total issuances and exchanges of shares by class not previously reported to the Secretary of State. Also, give the value of the entire consideration received (less expenses paid or incurred in connection with such issuances) and added or transferred to paid-in capital for or on account of such shares.
 - List the total amount added or transferred to paid-in capital without the issuance of shares (contributions).
 - List the total of all cancellations of shares by class not previously reported to the Secretary of State and the cost to paid-in capital for acquiring such shares.
 - List the total amount subtracted from paid-in capital without a cancellation of shares, but as permitted by Section 9.20 of the Illinois Business Corporation Act (reductions).

	Class of Shares	Series	Par Value	Number of Shares	Consideration Received/Cost
Issuance or Contributions:	Common	Class A	.00000	891,892	\$ 3,917,326.00
					\$
					\$
					\$
Cancellations or Reductions:					\$ ()
					\$ ()
(State reason for reduction if no shares were cancelled. See Note 6 on back.)					\$ ()
Cumulative Change (Enter on line 6a below. See Note 2 on back.):					\$ 3,917,326.00

6. Franchise Tax and Fees (No additional franchise tax is due when cumulative change is negative amount.):

a. Cumulative Change.....	a.	\$3,917,326.00	
b. Applicable Allocation Factor (See Note 3 on back.)	b.	.166385	
c. Taxable Illinois Capital (Multiply line a by line b.)	c.	\$651,784.29	
d. Multiply line c by .0015 (Round to nearest cent.)	d.	\$977.68	
e. Additional Franchise Tax (Enter amount from line d.).....	e.		\$977.68
f. If Cumulative Report is late, multiply line e by .10 (penalty)	f.		
g. If Additional Franchise Tax is late, multiply line e by .02 for each month late or part thereof (interest) (minimum \$1).....	g.		
h. FILING FEE (\$5)	h.		5.00
i. Total Amount Due (Add line e + line f + line g + line h.)	i.		\$982.68

COMPLETE BOTH SIDES OF THIS REPORT.

Printed by authority of the State of Illinois, March 2008 - 8M - C 284.12

7. Transactions occurring during previous reporting period(s) and not reported to the Secretary of State (See Note 4 below.):
The Secretary of State will compute fees, taxes and penalties resulting from the following transactions.)

Date	Class of Shares	Series	Par Value	Number of Shares	Consideration Received/Cost
Issuance or Contributions:					\$
					\$
					\$
					\$
Cancellations or Reductions:					\$ ()
					\$ ()
(State reason for reduction if no shares were cancelled. See Note 6 below.)					\$ ()

ITEMS 8 AND 9 MUST BE COMPLETED.

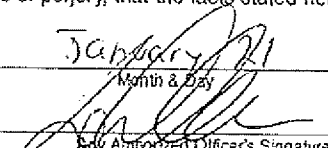
8. Authorized and Issued Shares after changes:

Class	Series	Par Value	Number Authorized	Number Issued
See attachment				

9. Paid-In Capital after changes: \$ 12,470,856.00
("Paid-In Capital" replaces the terms Stated Capital and Paid-In Surplus and is equal to the total of these accounts.)

ITEM 10 MUST BE SIGNED.

10. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated January 21, 2016 smartDIGITAL Holdings, Inc.
Month & Day Year Exact Name of Corporation

Authorized Officer's Signature
Louis Amoroso, COO
Name and Title (type or print)

FILED
JAN 21 2016

JESSE WHITE
SECRETARY OF STATE

NOTES

- "Current reporting period" for a corporation that has not established an extended filing month means the 12-month period ending with the last day of the third month prior to its anniversary month in the current year. In the case of a corporation that has established an extended filing month, the "current reporting period" refers to the 12-month period ending with the corporation's most recent fiscal year end.
- "Cumulative change" means the difference arrived at by subtracting all reductions as permitted by Section 9.20 of the Illinois Business Corporation Act in paid-in capital (if any) from all increases in paid-in capital (if any). However, a net reduction in paid-in capital reported on Form BCA 14.30 filed after the statutory due date does not reduce the basis for the annual franchise tax until the subsequent year.
- "Applicable allocation factor" means the allocation factor established at the time of filing the Annual Report for the previous year. However, if no Annual Report was filed for the previous year, the applicable allocation factor will be that factor established on the Articles of Incorporation for a domestic corporation or on the Application for Authority for a foreign corporation.
- "Previous reporting period" means any time period occurring prior to the current reporting period.
- If there have been changes reported in item(s) 5 or 7 on Form BCA 14.30, it must be submitted with the Annual Report in the same envelope.
- Pursuant to Section 9.20 of the Illinois Business Corporation Act, paid-in capital may be reduced without cancellation of shares only through dividends paid on preferred shares, distributions as liquidating dividends or pursuant to an approved reorganization in bankruptcy that specifically directs the reduction to be effected.

smartDIGITAL Holdings, Inc.
Attachment to the State of Illinois Cumulative Report
PREMERGER

3. Authorized and Issued Shares as last reported (In any document other than an annual report):

Class of Shares	Series	Par Value	Number Authorized	Number Issued
A Common		.0000	35,000,000	7,693,013
B Common		.0000	11,000,000	0
Preferred	A	.0000	5,578,889	5,578,889
Preferred	B	.0000	9,000,500	1,499,642
Preferred	A-Voting Non-Equity	.0000	1,475,000	1,475,000
Preferred	B-Voting Non-Equity	.0000	2,500,000	2,500,000
Preferred	Undesignated	.0000	1,445,611	0

8 – Authorized and Issued Shares After Changes (cont.)

Class of Shares	Series	Par Value	Number Authorized	Number Issued
A Common		.0000	35,000,000	8,584,905
B Common		.0000	11,000,000	0
Preferred	A	.0000	5,578,889	5,578,889
Preferred	B	.0000	9,000,500	1,499,642
Preferred	A-Voting Non-Equity	.0000	1,475,000	1,475,000
Preferred	B-Voting Non-Equity	.0000	2,500,000	2,500,000
Preferred	Undesignated	.0000	1,445,611	0

Total Paid In Capital: \$12,470,856.00

Form **BCA-14.30**

(Rev. Jan. 2003)

Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-9522, 217-782-6961
 www.cyberdriveillinois.com

Cumulative Report of Changes in Issued Shares and Paid-In Capital

(Please type or print legibly in BLACK INK)

File #: D6843-242-1
DO NOT SEND CASH
 Date: 1/21/16
 License Fee: \$
 Franchise Tax: \$
 Filing Fee: \$ 5
 Penalty: \$
 Interest: \$
 Approved: [Signature]

- Corporate Name: smartDIGITAL, INC.
- State or Country of Incorporation: ILLINOIS
- Authorized and Issued Shares as last reported (In any document other than an annual report.):

Class	Series	Par Value	Number Authorized	Number Issued
Common		.00000	10,000	100
Common Exchangeable		.00000	5,000,000	0
Class A	Preferred Exchangeable	.0000	1,775,000	1,475,000

4. Paid-in Capital as last reported (In any document other than an annual report.): \$ 2,750,000.00

5. **Current Reporting Period Transactions** (See Note 1 on back.): 2/2015 - 1/21/2016
- List the total issuances and exchanges of shares by class not previously reported to the Secretary of State. Also, give the value of the entire consideration received (less expenses paid or incurred in connection with such issuances) and added or transferred to paid-in capital for or on account of such shares.
 - List the total amount added or transferred to paid-in capital without the issuance of shares (contributions).
 - List the total of all cancellations of shares by class not previously reported to the Secretary of State and the cost to paid-in capital for acquiring such shares.
 - List the total amount subtracted from paid-in capital without a cancellation of shares, but as permitted by Section 9.20 of the Illinois Business Corporation Act (reductions).

Class of Shares	Series	Par Value	Number of Shares	Consideration Received/Cost
Issuance or Contributions:				\$ 0.00
<u>Cancellations</u> or Reductions:	Class A Pref. Exchangeable	.00000	1,475,000	\$ (0.00)
(State reason for reduction if no shares were cancelled. See Note 6 on back.)				\$ ()
Cumulative Change (Enter on line 6a below. See Note 2 on back.):				\$ 0.00

6. Franchise Tax and Fees (No additional franchise tax is due when cumulative change is negative amount.):

a. Cumulative Change.....	a.		
b. Applicable Allocation Factor (See Note 3 on back.)	b.		
c. Taxable Illinois Capital (Multiply line a by line b.)	c.		
d. Multiply line c by .0015 (Round to nearest cent.)	d.		
e. Additional Franchise Tax (Enter amount from line d.).....	e.		
f. If Cumulative Report is late, multiply line e by .10 (penalty)	f.		
g. If Additional Franchise Tax is late, multiply line e by .02 for each month late or part thereof (interest) (minimum \$1).....	g.		
h. FILING FEE (\$5)	h.		5.00
i. Total Amount Due (Add line e + line f + line g + line h.)	i.		\$5.00

COMPLETE BOTH SIDES OF THIS REPORT.

Printed by authority of the State of Illinois. March 2008 - 8M - C 284.12

7. Transactions occurring during previous reporting period(s) and not reported to the Secretary of State (See Note 4 below):
The Secretary of State will compute fees, taxes and penalties resulting from the following transactions.)

Date	Class of Shares	Series	Par Value	Number of Shares	Consideration Received/Cost
	Issuance or Contributions:				\$
					\$
					\$
					\$
	Cancellations or Reductions:				\$ ()
					\$ ()
	(State reason for reduction if no shares were cancelled. See Note 6 below.)				\$ ()

ITEMS 8 AND 9 MUST BE COMPLETED.

8. Authorized and Issued Shares after changes:

Class	Series	Par Value	Number Authorized	Number Issued
Common		.00000	10,000	100
Common Exchangeable		.00000	5,000,000	0

9. Paid-In Capital after changes: \$ 2,750,000.00
("Paid-In Capital" replaces the terms Stated Capital and Paid-In Surplus and is equal to the total of these accounts.)

ITEM 10 MUST BE SIGNED.

10. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated January 21, 2016 smartDIGITAL, Inc.
Month & Day Year

Authorized Officer's Signature
Louis Amoroso, COO
Name and Title (type or print)

Exact Name of Corporation

FILED

JAN 21 2016

JESSE WHITE
SECRETARY OF STATE

NOTES

- "Current reporting period" for a corporation that has not established an extended filing month means the 12-month period ending with the last day of the third month prior to its anniversary month in the current year. In the case of a corporation that has established an extended filing month, the "current reporting period" refers to the 12-month period ending with the corporation's most recent fiscal year end.
- "Cumulative change" means the difference arrived at by subtracting all reductions as permitted by Section 9.20 of the Illinois Business Corporation Act in paid-in capital (if any) from all increases in paid-in capital (if any). However, a net reduction in paid-in capital reported on Form BCA 14.30 filed after the statutory due date does not reduce the basis for the annual franchise tax until the subsequent year.
- "Applicable allocation factor" means the allocation factor established at the time of filing the Annual Report for the previous year. However, if no Annual Report was filed for the previous year, the applicable allocation factor will be that factor established on the Articles of Incorporation for a domestic corporation or on the Application for Authority for a foreign corporation.
- "Previous reporting period" means any time period occurring prior to the current reporting period.
- If there have been changes reported in item(s) 5 or 7 on Form BCA 14.30, it must be submitted with the Annual Report in the same envelope.
- Pursuant to Section 9.20 of the Illinois Business Corporation Act, paid-in capital may be reduced without cancellation of shares only through dividends paid on preferred shares, distributions as liquidating dividends or pursuant to an approved reorganization in bankruptcy that specifically directs the reduction to be effected.