

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM376164

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ultimark Products, LLC		12/23/2014	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	Ultimark Products, Inc.		
Street Address:	One Belmont Avenue, Suite 602		
City:	Bala Cynwyd		
State/Country:	PENNSYLVANIA		
Postal Code:	19004		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 13			
Property Type	Number	Word Mark	
Registration Number:	4347001	BREEZE LITE	
Registration Number:	4283229	GRANDMOTHER'S HOME REMEDIES	
Registration Number:	1959900	INSTANT FLOWER GARDEN	
Registration Number:	3172581	SEED IN A BLANKET	
Registration Number:	4029209	UNDER POTS	
Registration Number:	0952865	ZINCON	
Registration Number:	4584702	ULTIMARK PRODUCTS	
Registration Number:	4021797	:08 MIN.	
Registration Number:	3120650	PRELL	
Registration Number:	3422463	DENOREX	
Registration Number:	1119493	PORCELANA	
Registration Number:	4035214	PORCELANA	
Serial Number:	86274064	ULTIMARK PRODUCTS	
CORRESPONDENCE DATA			
Fax Number:	2159651331		
<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:	215-965-1330		
Email:	progowski@panitchlaw.com		
TRADEMARK			

OP \$340.00 4347001

Correspondent Name: Patricia Smink Rogowski
Address Line 1: 2005 Market Street, Suite 2200
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER: 688211.5003

NAME OF SUBMITTER: Patricia Smink Rogowski

SIGNATURE: /Patricia Smink Rogowski-ref:688211/

DATE SIGNED: 03/09/2016

Total Attachments: 13

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "ULTIMARK PRODUCTS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ULTIMARK PRODUCTS, LLC" TO "ULTIMARK PRODUCTS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2014, AT 12:27 O`CLOCK P.M.



8100V
SR# 20161570546

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 201956980
Date: 03-09-16

TRADEMARK
REEL: 005748 FRAME: 0537

CERTIFICATE OF CONVERSION TO DELAWARE CORPORATION

OF

ULTIMARK PRODUCTS, LLC

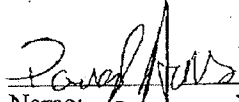
Pursuant to the provisions of Section 265 of the Delaware General Corporation Law, Ultimark Products, LLC (the "LLC") does hereby certify that:

1. The LLC was formed as a Delaware limited liability company pursuant to a Certificate of Formation filed with the Secretary of State of Delaware on September 25, 2009.
2. The name of the LLC immediately prior to the filing of this Certificate of Conversion is "Ultimark Products, LLC."
3. The name of the corporation into which the LLC shall be converted and which is set forth in its certificate of incorporation is "Ultimark Products, Inc."
4. A certification of incorporation for Ultimark Products, Inc. is attached hereto and submitted for filing herewith.

Signature Page Follows

Dated: 12/23/2014

ULTIMARK PRODUCTS, LLC


Name: Douglas J Haas
Title: President/COO

ACTIVE/77495402.1

TRADEMARK
REEL: 005748 FRAME: 0539

CERTIFICATE OF INCORPORATION
OF
ULTIMARK PRODUCTS, INC.

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to the provisions of the Delaware General Corporation Law, does hereby certify as follows:

1. The name of the Corporation is Ultimark Products, Inc.
2. The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, DE 19808. The name of the Corporation's registered agent at such address is Corporation Service Company, in the County of New Castle.
3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
4. Capitalization

(a) Authorized Capital. The Corporation is authorized to issue two classes of stock to be designated, respectively, as "Common Stock" and "Preferred Stock." The total number of shares that the Corporation is authorized to issue is 1,402,580,199 shares, (i) 1,400,000,000 shares of which shall be Common Stock, par value \$0.01 per share (the "Common Stock"), and (ii) 2,580,199 shares of which shall be Preferred Stock, par value \$1.00 per share (the "Preferred Stock"), of which 2,580,199 shares shall be designated as "Series A Preferred Stock" (the "Series A Preferred Stock"). Shares of Common Stock and shares of Preferred Stock are collectively referred to as "Shares".

(b) Dividend Rights. If the Corporation declares or pays a dividend or distribution on the Common Stock, whether such dividend is payable in cash, securities or other property, including the purchase or redemption by the Corporation of Shares of Common Stock for cash, securities or property, but excluding (i) any dividend or distribution payable on the Common Stock in Shares of Common Stock and (ii) any repurchases of Common Stock held by employees or consultants of the Corporation upon termination of their employment or services pursuant to agreements providing for such repurchase, the Corporation shall simultaneously declare and pay a dividend on the Series A Preferred Stock on a pro rata basis with the Common Stock determined on an as-converted basis assuming all Shares had been converted pursuant to Section 4(e) as of immediately prior to the record date of the applicable dividend (or if no record date is fixed, the date as of which the record holders of Common Stock entitled to such dividends are to be determined).

(c) Liquidation.

(i) Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (collectively with a Deemed Liquidation, a "**Liquidation**"), the holders of Shares of Series A Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, before any payment shall be made to the holders of Common Stock by reason of their ownership thereof, an amount in cash equal to the aggregate Liquidation Value of all Shares of Series A Preferred Stock held by such holder. For all purposes hereunder, "**Liquidation Value**" shall mean, with respect to any Share of Series A Preferred Stock on any given date, \$1.00 (as adjusted for any stock splits, stock dividends, recapitalizations or similar transaction with respect to the Series A Preferred Stock).

(ii) Deemed Liquidation. The occurrence of a Sale of the Corporation (a "**Deemed Liquidation**") shall be deemed a Liquidation for purposes of this Section 4(c). Upon the consummation of any such Deemed Liquidation, the holders of the Series A Preferred Stock shall, in consideration for cancellation of their Shares, be entitled to the same rights such holders are entitled to under this Section 4(c) upon the occurrence of a Liquidation. Notwithstanding the foregoing, nothing in this Section 4(c)(ii) shall limit in any respect the right of any holder of Series A Preferred Stock to elect the benefits of either this Section 4(c) or Section 4(f)(ii) in connection with any Sale of the Corporation.

(iii) Insufficient Assets. If upon any Liquidation (or Deemed Liquidation) the remaining assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of the Shares of Series A Preferred Stock the full preferential amount to which they are entitled under Section 4(c)(i), (A) the holders of the Shares shall share ratably in any distribution of the remaining assets and funds of the Corporation in proportion to the respective full preferential amounts which would otherwise be payable in respect of the Series A Preferred Stock in the aggregate upon such Liquidation (or Deemed Liquidation) if all amounts payable on or with respect to such Shares were paid in full, and (B) the Corporation shall not make or agree to make any payments to the holders of Common Stock.

(iv) Notice Requirement. In the event of any Liquidation (or Deemed Liquidation), the Corporation shall, within ten (10) days of the date the Board approves such action, or no later than twenty (20) days of any stockholders' meeting called to approve such action, or within twenty (20) days of the commencement of any involuntary proceeding, whichever is earlier, give each holder of Shares of Series A Preferred Stock written notice of the proposed action. Such written notice shall describe the material terms and conditions of such proposed action, including a description of the stock, cash

and property to be received by the holders of Shares upon consummation of the proposed action and the date of delivery thereof. If any material change in the facts set forth in the initial notice shall occur, the Corporation shall promptly give written notice to each holder of Shares of such material change.

(d) Voting. Except as specifically provided herein or otherwise required by applicable law, for all purposes hereunder, each holder of Shares shall be entitled to (i) one vote per Share of Common Stock held by such holder and (ii) no votes for any Shares of Preferred Stock held by such holder. Notwithstanding the foregoing, without the prior written consent of holders of not less than two-thirds of the then total outstanding Shares of Series A Preferred Stock, voting separately as a single class with one vote per Share, the Corporation shall not amend, alter, modify or repeal (including in each case by means of merger, consolidation or otherwise) the Certificate of Incorporation or the by-laws of the Corporation if such amendment, alteration, modification or repeal would adversely affect the rights, preferences or privileges of the Shares of Series A Preferred Stock.

(e) Conversion.

(i) Right to Convert. Subject to the provisions of this Section 4(e), at any time and from time to time on or after the date of issuance of the Shares of Series A Preferred Stock, any holder of Series A Preferred Stock shall have the right by written election to the Corporation to convert all or any portion of the outstanding Shares of Series A Preferred Stock (including any fraction of a Share) held by such holder along with the aggregate accrued or accumulated and unpaid dividends thereon into an aggregate number of Shares of Common Stock (including any fraction of a share) as is determined by (A) multiplying the number of Shares (including any fraction of a Share) to be converted by the Liquidation Value thereof, (B) adding to the result all accrued and accumulated and unpaid dividends on such Shares to be converted, and then (C) dividing the result by the Conversion Price in effect immediately prior to such conversion. The initial conversion price per Share (the "**Conversion Price**") shall be the Liquidation Value of such Share, subject to adjustment as applicable in accordance with Section 4(f) below.

(ii) Procedure for Conversion. In order to effectuate a conversion of Shares of Series A Preferred Stock pursuant to Section 4(e)(i), a holder shall (A) submit a written election to the Corporation that such holder elects to convert Shares, the number of Shares elected to be converted and (B) surrender, along with such written election, to the Corporation the certificate or certificates representing the Shares being converted, duly assigned or endorsed for transfer to the Corporation (or accompanied by duly executed stock powers relating thereto) or, in the event the certificate or certificates are lost, stolen or missing, accompanied by an affidavit of loss executed by the holder. The

conversion of such Shares hereunder shall be deemed effective as of the date of surrender of such Series A Preferred Stock certificate or certificates or delivery of such affidavit of loss. Upon the receipt by the Corporation of a written election and the surrender of such certificate(s) and accompanying materials, the Corporation shall as promptly as practicable (but in any event within ten (10) days thereafter) deliver to the relevant holder (A) a certificate in such holder's name (or the name of such holder's designee as stated in the written election) for the number of Shares of Common Stock (including any fractional share) to which such holder shall be entitled upon conversion of the applicable Shares as calculated pursuant to Section 4(e)(i) and, if applicable, (B) a certificate in such holder's (or the name of such holder's designee as stated in the written election) for the number of Shares of Series A Preferred Stock (including any fractional share) represented by the certificate or certificates delivered to the Corporation for conversion but otherwise not elected to be converted pursuant to the written election. All shares of capital stock issued hereunder by the Corporation shall be duly and validly issued, fully paid and nonassessable, free and clear of all taxes, liens, charges and encumbrances with respect to the issuance thereof.

(iii) Effect of Conversion. All Shares of Series A Preferred Stock converted as provided in this Section 4(e) shall no longer be deemed outstanding as of the effective time of the applicable conversion and all rights with respect to such Shares shall immediately cease and terminate as of such time, other than the right of the holder to receive shares of Common Stock in exchange therefor.

(iv) Reservation of Stock. The Corporation shall at all times when any Shares of Series A Preferred Stock are outstanding reserve and keep available out of its authorized but unissued shares of capital stock, solely for the purpose of issuance upon the conversion of the Series A Preferred Stock, such number of shares of Common Stock issuable upon the conversion of all outstanding Series A Preferred Stock pursuant to this Section 4(e), taking into account any adjustment to such number of shares so issuable. The Corporation shall take all such actions as may be necessary to assure that all such Shares of Common Stock may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange upon which Shares of Common Stock may be listed (except for official notice of issuance which shall be immediately delivered by the Corporation upon each such issuance). The Corporation shall not close its books against the transfer of any of its capital stock in any manner which would prevent the timely conversion of the Shares of Series A Preferred Stock.

(v) No Charge or Payment. The issuance of certificates for Shares of Common Stock upon conversion of Shares of Series A Preferred Stock pursuant to Section 4(e)(i) shall be made without payment of additional consideration by, or other charge, cost or tax to, the holder in respect thereof.

(f) Adjustment to Conversion Price and Number of Conversion Shares. In order to prevent dilution of the conversion rights granted under Section 4(e), the Conversion Price and the number of Conversion Shares issuable on conversion of the Shares of Series A Preferred Stock shall be subject to adjustment from time to time as provided in this Section 4(f).

(i) Adjustment to Conversion Price and Conversion Shares Upon Dividend, Subdivision or Combination of Common Stock. If the Corporation shall, at any time or from time to time after the date of issuance of the Series A Preferred Stock, (A) pay a dividend or make any other distribution upon the Common Stock or any other capital stock of the Corporation payable in shares of Common Stock or any other form of capital stock, or (B) subdivide (by any stock split, recapitalization or otherwise) its outstanding shares of Common Stock into a greater number of shares, the Conversion Price in effect immediately prior to any such dividend, distribution or subdivision shall be proportionately reduced and the number of Conversion Shares issuable upon conversion of the Series A Preferred Stock shall be proportionately increased. If the Corporation at any time combines (by combination, reverse stock split or otherwise) its outstanding shares of Common Stock into a smaller number of shares, the Conversion Price in effect immediately prior to such combination shall be proportionately increased and the number of Conversion Shares issuable upon conversion of the Series A Preferred Stock shall be proportionately decreased. Any adjustment under this Section 4(f)(i) shall become effective at the close of business on the date the dividend, subdivision or combination becomes effective.

(ii) Adjustment to Conversion Price and Conversion Shares Upon Reorganization, Reclassification, Consolidation or Merger. In the event of any (A) capital reorganization of the Corporation, (B) reclassification of the stock of the Corporation (other than a change in par value or from par value to no par value or from no par value to par value or as a result of a stock dividend or subdivision, split-up or combination of shares), (C) consolidation or merger of the Corporation with or into another Person, (D) sale of all or substantially all of the Corporation's assets to another Person or (E) other similar transaction (other than any such transaction covered by Section 4(f)(i)), in each case which entitles the holders of Common Stock to receive (either directly or upon subsequent liquidation) stock, securities or assets with respect to or in exchange for Common Stock, each Share of Series A Preferred Stock shall, immediately after such reorganization, reclassification, consolidation, merger, sale or similar transaction, remain outstanding and shall thereafter, in lieu of or in addition to (as the case may be) the number of Conversion Shares then convertible for such Share, be exercisable for the kind and number of shares of stock or other securities or assets of the Corporation or of the successor Person resulting from such transaction to which such Share would have been entitled upon such reorganization, reclassification, consolidation, merger, sale or similar transaction if the Share had been converted in full immediately

prior to the time of such reorganization, reclassification, consolidation, merger, sale or similar transaction and acquired the applicable number of Conversion Shares then issuable hereunder as a result of such conversion (without taking into account any limitations or restrictions on the convertibility of such Share, if any); and, in such case, appropriate adjustment (in form and substance satisfactory to the holder of such Share) shall be made with respect to such holder's rights under this Certificate of Incorporation to insure that the provisions of Section 4(e) and Section (4)(f) hereof shall thereafter be applicable, as nearly as possible, to the Series A Preferred Stock in relation to any shares of stock, securities or assets thereafter acquirable upon conversion of Series A Preferred Stock (including, in the case of any consolidation, merger, sale or similar transaction in which the successor or purchasing Person is other than the Corporation, an immediate adjustment in the Conversion Price to the value per share for the Common Stock reflected by the terms of such consolidation, merger, sale or similar transaction, and a corresponding immediate adjustment to the number of Conversion Shares acquirable upon conversion of the Series A Preferred Stock without regard to any limitations or restrictions on conversion, if the value so reflected is less than the Conversion Price in effect immediately prior to such consolidation, merger, sale or similar transaction). The provisions of this Section 4(f)(ii) shall similarly apply to successive reorganizations, reclassifications, consolidations, mergers, sales or similar transactions. The Corporation shall not effect any such reorganization, reclassification, consolidation, merger, sale or similar transaction unless, prior to the consummation thereof, the successor Person (if other than the Corporation) resulting from such reorganization, reclassification, consolidation, merger, sale or similar transaction, shall assume, by written instrument substantially similar in form and substance to this Certificate of Incorporation (in form and substance satisfactory to the holder of such Share), the obligation to deliver to the holders of Series A Preferred Stock such shares of stock, securities or assets which, in accordance with the foregoing provisions, such holders shall be entitled to receive upon conversion of the Series A Preferred Stock. Notwithstanding anything to the contrary contained herein, with respect to any corporate event or other transaction contemplated by the provisions of this Section 4(f)(ii), each holder of Shares of Series A Preferred Stock shall have the right to elect prior to the consummation of such event or transaction, to give effect to the provisions of Section 4(c)(ii) (if applicable to such event or transaction) or Sections 4(e) and 4(f) hereunder, instead of giving effect to the provisions contained in this Section 4(f)(ii) with respect to such holder's Series A Preferred Stock.

(iii) Certificate as to Adjustment. As promptly as reasonably practicable following any adjustment of the Conversion Price, but in any event not later than 10 days thereafter, the Corporation shall furnish to each holder of record of Series A Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in writing by such holder) a certificate of an executive officer setting forth in reasonable detail such

adjustment and the facts upon which it is based and certifying the calculation thereof. As promptly as reasonably practicable following the receipt by the Corporation of a written request by any holder of Series A Preferred Stock, but in any event not later than 10 days thereafter, the Corporation shall furnish to such holder a certificate of an executive officer certifying the Conversion Price then in effect and the number of Conversion Shares or the amount, if any, of other shares of stock, securities or assets then issuable to such holder upon conversion of the Shares of Series A Preferred Stock held by such holder.

(iv) Notices. In the event: (A) that the Corporation shall take a record of the holders of its Common Stock (or other capital stock or securities at the time issuable upon conversion of the Series A Preferred Stock) for the purpose of entitling or enabling them to receive any dividend or other distribution; (B) of any capital reorganization of the Corporation, any reclassification of the Common Stock of the Corporation, any consolidation or merger of the Corporation with or into another Person, or sale of all or substantially all of the Corporation's assets to another Person; or (C) of the voluntary or involuntary dissolution, liquidation or winding-up of the Corporation, then, and in each such case, the Corporation shall send or cause to be sent to each holder of record of Series A Preferred Stock at the address specified for such holder in the books and records of the Corporation (or at such other address as may be provided to the Corporation in writing by such holder) at least 10 days prior to the applicable record date or the applicable expected effective date, as the case may be, for the event, a written notice specifying, as the case may be, (x) the record date for such dividend or distribution and a description of such dividend or distribution, or (y) the effective date on which such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding-up is proposed to take place, and the date, if any is to be fixed, as of which the books of the Corporation shall close or a record shall be taken with respect to which the holders of record of Common Stock (or such other capital stock or securities at the time issuable upon conversion of the Series A Preferred Stock) shall be entitled to exchange their shares of Common Stock (or such other capital stock or securities) for securities or other property deliverable upon such reorganization, reclassification, consolidation, merger, sale, dissolution, liquidation or winding-up, and the amount per share and character of such exchange applicable to the Series A Preferred Stock.

(g) Defined Terms.

(i) "Affiliate" means, with respect to any Person, (A) any Person directly or indirectly controlling, controlled by, or under common control with such Person, (B) any Person owning or controlling ten percent (10%) or more of the outstanding voting securities of such Person, (C) any officer, director, general partner, manager or trustee of such Person, and (D) any Family Member of any Person described in clause (A), (B) or (C) above. For purposes of this definition, "controlling," "controlled by," or "under common control with" shall mean the possession, direct or indirect, of the

power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise.

(ii) **"Conversion Shares"** means the shares of Common Stock or other capital stock of the Corporation then issuable upon conversion of the Series A Preferred Stock in accordance with the terms of Section 4(e).

(iii) **"Family Member"** when used to indicate a relationship with any Person, means (A) the spouse, sibling, parent or lineal descendent of such Person and (B) all trustees and beneficiaries of any such Person that is a trust, and all successors of such trust and its trustees and beneficiaries.

(iv) **"Person"** means any individual or any partnership, corporation, estate, trust, limited liability company or other legal entity.

(v) **"Sale of the Corporation"** means (A) the sale of the Corporation to a non-Affiliated Person or group of non-Affiliated Persons pursuant to which such party or parties acquire(s), in a single transaction or a series of related transactions, (1) all or a majority of the issued and outstanding Common Stock on fully-diluted basis or (2) all or substantially all of the Corporation's and its subsidiaries' assets determined on a consolidated basis, (B) the sale by a holders of a majority of the outstanding Common Stock to a non-Affiliated Person or group of non-Affiliated Persons pursuant to which such party or parties acquire(s), in a single transaction or a series of related transactions, all of such Common Stock and (C) a merger or consolidation in which (1) the Corporation is a constituent party or (2) a subsidiary of the Corporation is a constituent party and the Corporation issues capital stock pursuant to such merger or consolidation, except any such merger or consolidation involving the Corporation or a subsidiary in which (x) there is no change in the relative percentage ownership of Common Stock of the holders thereof, and (y) the Common Stock outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for equity securities that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the equity securities of (i) the surviving or resulting entity or (ii) if the surviving or resulting entity is a wholly owned subsidiary of another entity immediately following such merger or consolidation, the parent entity of such surviving or resulting entity; *provided* that, for the purposes hereof, all equity securities issuable upon exercise or conversion of derivative equity securities outstanding immediately prior to such merger or consolidation shall be deemed to be outstanding immediately prior to such merger or consolidation and, if applicable, converted or exchanged in such merger or consolidation on the same terms as the actual outstanding Shares are converted or exchanged.

5. In furtherance and not in limitation of the general powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation, except as specifically otherwise provided therein.

6. A director of the Corporation shall have no personal liability to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent that Section 102(b)(7) (or any successor provision) of the Delaware General Corporation Law, as amended from time to time, expressly provides that the liability of a director may not be eliminated or limited. No amendment or repeal of this Section 6 shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

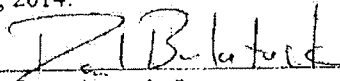
7. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

8. Subject to any other applicable provision of this Certificate of Incorporation, this Certificate of Incorporation may be amended in the manner prescribed at the time by statute, and all rights conferred upon stockholders in this Certificate of Incorporation are granted subject to this reservation.

9. The name and mailing address of the incorporator are as follows:

<u>Name</u>	<u>Mailing Address</u>
Daniel Belostock	Drinker Biddle & Reath LLP 105 College Road East Princeton, NJ 08542

IN WITNESS WHEREOF, the undersigned, being the incorporator, hereinabove named, does hereby execute this Certificate of Incorporation this 23rd day December, 2014.



Daniel Belostock, Incorporator