

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM386198

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	12/29/2010		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Adperio, Inc.		12/29/2010	Corporation: NEW YORK
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
Adperio of Colorado, Inc.	12/29/2010	Corporation: COLORADO	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	Adperio, Inc.		
<b>Street Address:</b>	2000 S. Colorado Blvd.		
<b>Internal Address:</b>	Tower 1, Suite 7000		
<b>City:</b>	Denver		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80222		
<b>Entity Type:</b>	Corporation: COLORADO		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77827905	ADPERIO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3036471324		
<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>	303-832-3933		
<b>Email:</b>	bill@wawdenverlaw.com		
<b>Correspondent Name:</b>	William A. Wiese		
<b>Address Line 1:</b>	240 Saint Paul St.		
<b>Address Line 2:</b>	Suite 150		
<b>Address Line 4:</b>	Denver, COLORADO 80206		
<b>NAME OF SUBMITTER:</b>	William A. Wiese		
<b>SIGNATURE:</b>	/William A. Wiese/		
<b>DATE SIGNED:</b>	06/01/2016		

OP \$40.00 77827905

**Total Attachments: 11**

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**STATE OF NEW YORK**

**DEPARTMENT OF STATE**

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 29, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro  
First Deputy Secretary of State

Rev. 06/07

TRADEMARK

REEL: 005803 FRAME: 0460

101229000 874

**Certificate of Merger**  
of  
**ADPERIO, INC., A NEW YORK CORPORATION**  
into  
**ADPERIO OF COLORADO, INC., A COLORADO CORPORATION**  
under Section 907 of the Business Corporation Law

Pursuant to the requirements of Section 907 of the Business Corporation Law of the State of New York (the "Act"), the undersigned does hereby certify and set forth:

A. (i) The names of the constituent corporations are: ADPERIO, INC., a New York corporation, and ADPERIO OF COLORADO, INC., a Colorado corporation. ADPERIO, INC., a New York corporation, was originally formed under the name: "MEMOLINK INC."

The name of the surviving corporation is ADPERIO OF COLORADO, INC., a Colorado corporation (referred to hereinafter as the "Surviving Corporation").

ADPERIO, INC., a New York corporation (hereinafter referred to as the "Merged Corporation"), has 1,231,018 shares of a single class of common stock, no par value, issued and outstanding. All such shares of common stock outstanding vote as a single class. Under the terms of the merger, shareholders of the Merged Corporation are entitled to receive the pro rata issuance of shares of the Surviving Corporation on surrender of the stock certificates of the Merged Corporation.

The Surviving Corporation has 1 share of a single class of common stock, no par value, issued and outstanding (which is owned by the Merged Corporation). Such share of common stock outstanding votes as a single class and will be cancelled upon the merger becoming effective. The Surviving Corporation does not own any shares of the Merged Corporation.

(ii) The effective date of the merger is the date this Certificate is filed with the New York Department of State.

(iii) The merger was authorized by the shareholders of the Merged Corporation in accordance with Section 903 of the Business Corporation Law of the State of New York. This merger is permitted by laws of Colorado, the jurisdiction of incorporation for the Surviving Corporation, and is in compliance therewith.

B. The Surviving Corporation is a Colorado corporation which was formed on November 19, 2010. An application for authority to do business in New York has not been filed by the Surviving Corporation and the Surviving Corporation will not do business in New York until an application to do business in New York is filed with the Department of State.

C. The date the Certificate of Incorporation for the Merged Corporation was filed by the Department of State was June 24, 1994 (under the name "MEMOLINK INC."). There are no other constituent corporations other than the Surviving Corporation.

D. The Surviving Corporation hereby agrees that it may be served with process in New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation, previously amenable to suit in this state, which is a constituent corporation in such merger or consolidation, and for the enforcement, as provided in this chapter, of the right, if any, of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving or consolidated corporation.

E. The Surviving Corporation hereby agrees that, subject to the provisions of section 623 (Procedure to

enforce shareholder's right to receive payment for shares), it will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of this chapter relating to the right of shareholders to receive payment for their shares.

- F. The Surviving Corporation hereby designates the New York Secretary of State as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of section 306 (Service of process), in any action or special proceeding, and the following is the post office address of the Surviving Corporation to which the secretary of state shall mail a copy of any process against it served upon him:

ADPERIO OF COLORADO, INC.  
 2000 S. Colorado Blvd.  
 Tower 1, Suite 7000  
 Denver, Colorado 80222

Such post office address shall supersede any prior address designated as the address to which process shall be mailed.

- G. Each constituent corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the department of taxation and finance which are then due and payable by each constituent domestic corporation have been paid and that a cessation franchise tax report (estimated or final) through the anticipated date of the merger (which return, if estimated, shall be subject to amendment) has been filed by each constituent domestic corporation. The Surviving Corporation hereby agrees that within thirty days after the filing of the certificate of merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the department of taxation and finance all fees and taxes (including penalties and interest), if any, due to the department of taxation and finance by each constituent domestic corporation.

IN WITNESS WHEREOF, this Certificate of Merger has been subscribed to this <sup>27<sup>th</sup></sup> day of December, 2010, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.

ADPERIO, INC., a New York corporation

By: David Asseoff  
 David Asseoff, President

ADPERIO OF COLORADO, INC., a Colorado corporation

By: David Asseoff  
 David Asseoff, President

10 12290 00 874

**Certificate of Merger**

of

**Adperio, Inc., a New York Corporation**

(Name of Entity)

into

**Adperio of Colorado, Inc., a Colorado corporation**

(Name of Surviving Entity)

Pursuant to Section 907 of the Business Corporation Law

Filed by:

William A. Wiese  
(Name)

240 Saint Paul Street, Suite 150  
(Mailing Address)

Denver, CO 80206  
(City, State and Zip Code)

1cc  
STATE OF NEW YORK  
DEPARTMENT OF STATE  
FILED

DEC 29 2010

TAX \$ \_\_\_\_\_

BY: [Signature]

RECEIVED  
2010 DEC 29 PM 12:00

FILED  
2010 DEC 29 PM 2:15

433

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20101701831  
#150.00  
SECRETARY OF STATE  
12/29/2010 14:56:58

Paper documents must be typewritten or machine printed.

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**Statement of Merger**  
**(Surviving Entity is a Domestic Entity)**

filed pursuant to § 7-90-203.7 of the Colorado Revised Statutes (C.R.S.)

1. For each merging entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

ID Number \_\_\_\_\_  
*(Colorado Secretary of State ID number)*

Entity name or true name Adperio, Inc.

Form of entity Corporation

Jurisdiction New York

Street address 2000 S. Colorado Blvd., Tower 1, Suite 7000  
*(Street number and name)*

Denver CO 80222  
*(City) (State) (ZIP/Postal Code)*

USA  
*(Province - if applicable) (Country)*

Mailing address \_\_\_\_\_  
*(leave blank if same as street address) (Street number and name or Post Office Box information)*

\_\_\_\_\_

\_\_\_\_\_ (City) (State) (ZIP/Postal Code)

\_\_\_\_\_ (Province - if applicable) (Country)

---

ID Number \_\_\_\_\_  
*(Colorado Secretary of State ID number)*

Entity name or true name \_\_\_\_\_

Form of entity \_\_\_\_\_

Jurisdiction \_\_\_\_\_

Street address \_\_\_\_\_  
(Street number and name)

\_\_\_\_\_  
(City) (State) (ZIP/Postal Code)

\_\_\_\_\_  
(Province – if applicable) (Country)

Mailing address  
(leave blank if same as street address) \_\_\_\_\_  
(Street number and name or Post Office Box information)

\_\_\_\_\_  
(City) (State) (ZIP/Postal Code)

\_\_\_\_\_  
(Province – if applicable) (Country)

ID Number \_\_\_\_\_  
(Colorado Secretary of State ID number)

Entity name or true name \_\_\_\_\_

Form of entity \_\_\_\_\_

Jurisdiction \_\_\_\_\_

Street address \_\_\_\_\_  
(Street number and name)

\_\_\_\_\_  
(City) (State) (ZIP/Postal Code)

\_\_\_\_\_  
(Province – if applicable) (Country)

Mailing address  
(leave blank if same as street address) \_\_\_\_\_  
(Street number and name or Post Office Box information)

\_\_\_\_\_  
(City) (State) (ZIP/Postal Code)

\_\_\_\_\_  
(Province – if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)  
There are more than three merging entities and the ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and the principal address of each additional merging entity is stated in an attachment.

2. For the surviving entity, its entity ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are





**Notice:**

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing this document to be delivered for filing are

Wiese	William	A	
<i>(Last)</i>	<i>(First)</i>	<i>(Middle)</i>	<i>(Suffix)</i>
240 Saint Paul Street, Suite 150			
<i>(Street number and name or Post Office Box information)</i>			
<hr/>			
Denver	CO	80206	
<i>(City)</i>	<i>(State)</i>	<i>(ZIP/Postal Code)</i>	
	USA		
<i>(Province – if applicable)</i>	<i>(Country)</i>		

*(If applicable, adopt the following statement by marking the box and include an attachment.)*

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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Colorado Secretary of State  
 Date and Time: 01/21/2011 04:01 PM  
 ID Number: 20101634385  
 Document number: 20111043472  
 Amount Paid: \$25.00

Document must be filed electronically.  
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 select Business.

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**Articles of Amendment**

filed pursuant to §7-90-301, et seq. and §7-110-106 of the Colorado Revised Statutes (C.R.S.)

ID number: 20101634385

1. Entity name: Adperio of Colorado, Inc.  
*(If changing the name of the corporation, indicate name BEFORE the name change)*

2. New Entity name:  
 (if applicable) Adperio, Inc.

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

"bank" or "trust" or any derivative thereof  
 "credit union"       "savings and loan"  
 "insurance", "casualty", "mutual", or "surety"

4. Other amendments, if any, are attached.

5. If the amendment provides for an exchange, reclassification or cancellation of issued shares, the attachment states the provisions for implementing the amendment.

6. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:  
 \_\_\_\_\_  
*(mm/dd/yyyy)*

**OR**

If the corporation's period of duration as amended is perpetual, mark this box:

7. (Optional) Delayed effective date: \_\_\_\_\_  
*(mm/dd/yyyy)*

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Wiese                      William                      A  
*(Last)*                      *(First)*                      *(Middle)*                      *(Suffix)*

240 Saint Paul St.  
*(Street name and number or Post Office information)*

Suite 150

Denver                      CO                      80206  
*(City)*                      *(State)*                      *(Postal/Zip Code)*

United States  
*(Province – if applicable)*                      *(Country – if not US)*

*(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box  and include an attachment stating the name and address of such individuals.)*

**Disclaimer:**

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

**Amendments to Articles of Incorporation of Adperio of Colorado, Inc.**

The name of Adperio of Colorado, Inc. shall be changed to “Adperio, Inc..”

Article I of the Articles of Incorporation of Adperio of Colorado, Inc. is hereby amended to read as follows:

“The domestic entity name for the Corporation is Adperio, Inc.”