

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM394678

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	06/23/2016

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BLK DNM Group, LLC		06/23/2016	Limited Liability Company: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
BLK DNM HOLDINGS, INC.	06/23/2016	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	BLK DNM GROUP, INC.
Street Address:	237 Lafayette Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10012
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	4731736	BLK DNM
Registration Number:	4165662	BLK DNM
Registration Number:	4293570	BLK DNM
Registration Number:	4546003	BLK DNM
Serial Number:	86829384	BLK DNM
Serial Number:	85376481	BLK DNM

CORRESPONDENCE DATA

Fax Number: 6179518000

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.

Phone: 6179518000

Email: jennifer.kagan@morganlewis.com

Correspondent Name: Jennifer Kagan, Paralegal

Address Line 1: One Federal Street

CH \$165.00 4731736

Address Line 4:	Boston, MASSACHUSETTS 02110
ATTORNEY DOCKET NUMBER:	107600-0006
NAME OF SUBMITTER:	Jennifer Kagan, Paralegal
SIGNATURE:	/jenniferkagan/
DATE SIGNED:	08/11/2016
Total Attachments: 6 source=BLK DNM Merger of DE LLC into DE Corp DE FILED 2016 June 23#page1.tif source=BLK DNM Merger of DE LLC into DE Corp DE FILED 2016 June 23#page2.tif source=BLK DNM Merger of DE LLC into DE Corp DE FILED 2016 June 23#page3.tif source=BLK DNM Merger of DE LLC into DE Corp DE FILED 2016 June 23#page4.tif source=BLK DNM Merger of DE LLC into DE Corp DE FILED 2016 June 23#page5.tif source=BLK DNM Merger of DE LLC into DE Corp DE FILED 2016 June 23#page6.tif	

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BLK DNM GROUP, LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "BLK DNM HOLDINGS, INC." UNDER THE NAME OF "BLK DNM GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF JUNE, A.D. 2016, AT 10:41 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

5157428 8100M
SR# 20164606127

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

Authentication: 202552394
Date: 06-24-16

TRADEMARK
REEL: 005852 FRAME: 0188

**CERTIFICATE OF MERGER OF
BLK DNM GROUP, LLC**

WITH AND INTO

BLK DNM HOLDINGS, INC.

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is BLK DNM Holdings, Inc., a Delaware corporation, and the name of the limited liability company being merged into this surviving corporation is BLK DNM Group, LLC, a Delaware limited liability company.

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is BLK DNM Holdings, Inc.

FOURTH: That the Merger shall become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with Section 251 and Section 103 of the DGCL (the "Effective Time"), and, at the Effective Time, the certificate of incorporation of the Surviving Corporation shall be amended and restated to read in the form attached as Exhibit A hereto, and, as so amended and restated, such certificate of incorporation shall be the certificate of incorporation of the Surviving Corporation, until thereafter amended as provided therein or by applicable law.

FIFTH: That the executed Merger Agreement is on file at the following address:

BLK DNM Group, Inc.
c/o Morgan, Lewis & Bockius LLP
One Federal Street
Boston, MA 02110
Attention: Michael K. Barron, Esq.

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by an authorized officer, the 23rd day of June, 2016.

BLK DNM HOLDINGS, INC.

By:


Nancy Milne Hargreaves
Title: President

Exhibit A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BLK DNM GROUP, INC.**

I.

The name of this corporation is BLK DNM Group, Inc. (the "Corporation").

II.

The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, Wilmington County of New Castle, Delaware 19801 and the name of the registered agent of the corporation in the State of Delaware at such address is The Corporation Trust Company.

III.

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("DGCL").

IV.

This corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is One Hundred (100), each having a par value of \$0.001 per share.

V.

A. Management. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. Election of Directors. Directors shall be elected at each annual meeting of stockholders to hold office until the next annual meeting. Each director shall hold office either until the expiration of the term for which elected or appointed and until a successor has been elected and qualified, or until such director's death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

C. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation. Subject to the provisions of the Bylaws, the stockholders shall also have power to adopt, amend or repeal the Bylaws of the Corporation.

VI.

A. The liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

B. This Corporation is authorized to provide indemnification of agents (as defined in Section 145 of the DGCL) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or through stockholder resolutions, or otherwise, in excess of the indemnification otherwise permitted by Section 145 of the DGCL.

C. Any repeal or modification of this Article VII shall be prospective and shall not affect the rights under this Article VII in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

VII.

The Corporation hereby expressly elects not to be governed by Section 203 of the DGCL.

VIII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

BLK DNM Group, LLC

June 23, 2016

Secretary of State of Delaware
Division of Corporations
John G. Townsend Building
401 Federal Street - Suite 4
Dover, DE 19901

Re: Consent to Use of Name

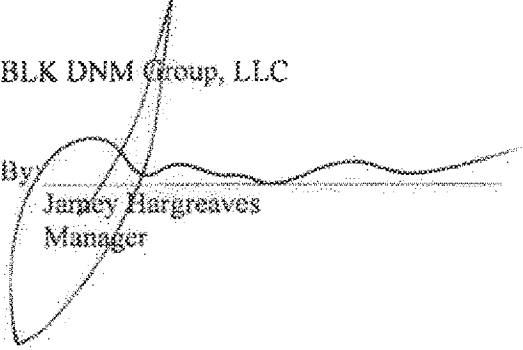
To whom it may concern:

BLK DNM Group, LLC, a Delaware limited liability company, hereby gives consent to BLK DNM Holdings, Inc., a Delaware corporation, for the use of the name "BLK DNM Group, Inc." for the purpose of changing its name to "BLK DNM Group, Inc." in the State of Delaware.

Very Truly Yours,

BLK DNM Group, LLC

By


Jarpey Hargreaves
Manager

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