

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM397399

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Phone Halo, LLC		12/31/2014	Limited Liability Company:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	TrackR, Inc.		
<b>Street Address:</b>	19W Carrillo		
<b>City:</b>	Santa Barbara		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	93101		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4655934	TRACKR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2028427899		
<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>	(310) 883-6427		
<b>Email:</b>	trademarks@cooley.com		
<b>Correspondent Name:</b>	John Paul Oleksiuk - Cooley LLP		
<b>Address Line 1:</b>	1299 Pennsylvania Avenue, Suite 700		
<b>Address Line 4:</b>	Washington, D.C. 20004		
<b>NAME OF SUBMITTER:</b>	Sheri Corallo		
<b>SIGNATURE:</b>	/Sheri Corallo/		
<b>DATE SIGNED:</b>	09/03/2016		
<b>Total Attachments: 6</b>			
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CH \$40.00 4655934

# Delaware

PAGE 1

*The First State*

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 CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "PHONE HALO, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "PHONE HALO, LLC" TO "TRACKR, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 8:54 O'CLOCK A.M.

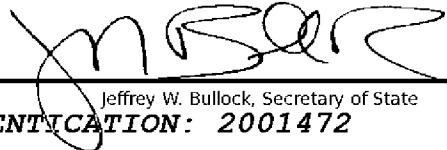
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5666624 8100V

141604559

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2001472

DATE: 12-31-14

TRADEMARK  
REEL: 005870 FRAME: 0470

# Delaware

PAGE 2

*The First State*

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 CERTIFICATE OF INCORPORATION OF "TRACKR, INC." FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 8:54 O'CLOCK A.M.

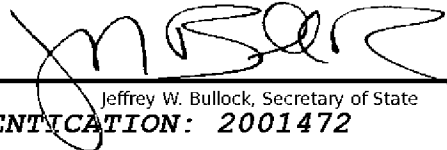
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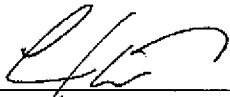
DATE: 12-31-14

TRADEMARK  
REEL: 005870 FRAME: 0471

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is California.
- 2.) The jurisdiction immediately prior to filing this Certificate is California.
- 3.) The date the Limited Liability Company first formed is 8/18/2009.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Phone Halo, LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is TrackR, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 31st day of December, A.D. 2014.

By: 

Name: Chris Herbert  
Print or Type

Title: Manager  
Print or Type

CERTIFICATE OF INCORPORATION

OF

TRACKR, INC.

I.

The name of this corporation is:

TRACKR, INC.

II.

The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle 19801. The name of its registered agent at such address is Corporation Service Company.

III.

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

IV.

The corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is Six Million (6,000,000) shares, each with a par value of \$0.0001 per share. Four Million (4,000,000) shares shall be Common Stock and Two Million (2,000,000) shares shall be Preferred Stock.

The Preferred Stock may be divided into such number of series as the Board of Directors may determine. The Board of Directors is authorized to determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock, and to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares of any series, may increase or decrease (but not below the number of shares of such series then outstanding) the number of shares of any series subsequent to the issue of the shares of that series.

V.

The board of directors is authorized to make, alter or repeal the bylaws of this corporation. Election of directors need not be by written ballot.

VI.

The name and mailing address of the incorporator is:

Chris Herbert  
19 W. Carrillo  
Santa Barbara, CA 93101

VII.

No director of this corporation shall be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation and its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware or (iv) for any transaction from which the director derived any improper personal benefit. Neither the amendment nor repeal of Article 7, nor the adoption of any provision of the certificate of incorporation inconsistent with Article 7, shall eliminate or reduce the effect of Article 7 in respect of any matter occurring, or any cause of action, suit or claim that, but for Article 7 would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

[Remainder of page left intentionally blank]

I, the undersigned, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, do make, file and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

Dated: 12/31/14

  
\_\_\_\_\_  
Chris Herbert, Incorporator