

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM397412

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
VMF Get Smart Content, LLC		09/01/2016	Limited Liability Company: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Get Smart Content, Inc.		
<b>Street Address:</b>	3000 E. Cesar Chavez, #400		
<b>City:</b>	Austin		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	78702		
<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>	4655172	GET SMART CONTENT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>	5128794174		
<b>Email:</b>	ccurrie@9gauge.com		
<b>Correspondent Name:</b>	Casey Currie		
<b>Address Line 1:</b>	1717 W. 6th Street, #380		
<b>Address Line 4:</b>	Austin, TEXAS 78701		
<b>NAME OF SUBMITTER:</b>	Casey Currie		
<b>SIGNATURE:</b>	/Casey Currie/		
<b>DATE SIGNED:</b>	09/05/2016		
<b>Total Attachments: 8</b>			
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source=2013 10 30 DE Certificate of Conversion#page1.tif			
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## Office of the Secretary of State

### CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

VMF GET SMART CONTENT, L.L.C.  
File Number: 801192321

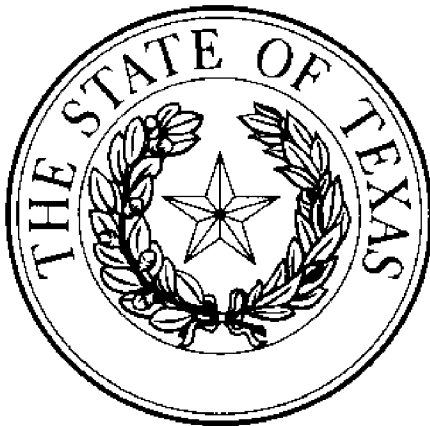
Converting it to

Get Smart Content, Inc.  
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 10/30/2013

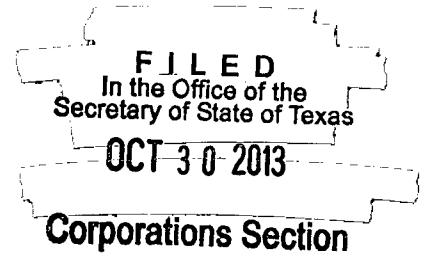
Effective: 10/30/2013



A handwritten signature in black ink, appearing to read "John Steen".

John Steen  
Secretary of State

**ARTICLES OF CONVERSION  
OF  
VMF GET SMART CONTENT, L.L.C.  
(a Texas limited liability company)  
TO  
GET SMART CONTENT, INC.  
(a Delaware corporation)**



Pursuant to the provisions of Sections 10.101 through 10.156 of the Texas Business Organizations Code (the "**TBOC**"), the undersigned hereby adopts and authorizes the following Articles of Conversion for the purpose of effecting a conversion in accordance with Sections 10.101 through 10.156 of the TBOC and Section 265 of the Delaware General Corporation Law (the "**DGCL**").

**ARTICLE I**

A Plan of Conversion (the "**Plan**") was adopted in accordance with the provisions of Sections 10.101 and 10.103 of the TBOC and Section 265 of the DGCL providing for the conversion (the "**Conversion**") of VMF Get Smart Content, L.L.C., a limited liability company organized under the laws of the State of Texas (the "**Converting Entity**"), to Get Smart Content, Inc., a corporation organized under the laws of the State of Delaware (the "**Converted Entity**").

**ARTICLE II**

The Plan has been duly authorized and approved by all action required under the laws of the State of Texas and the Converting Entity's constituent documents. An executed copy of the Plan is on file at the principal place of business of the Converting Entity at 3000 East Cesar Chavez Street #300, Austin, TX 78702, and following the Conversion will be on file at the principal place of business of the Converted Entity at 3000 East Cesar Chavez Street #300, Austin, TX 78702. A copy of the Plan (together with exhibits) will be provided without cost by the Converting Entity (prior to the Conversion) or the Converted Entity (after the Conversion), upon written request to the Secretary of the Converted Entity, to any member of the Converting Entity or stockholder of the Converted Entity.

**ARTICLE III**

The Converted Entity will be responsible for the payment of all fees and franchise taxes, if any, of the Converting Entity and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

**ARTICLE IV**

These Articles of Conversion shall be effective immediately upon issuance by the Texas Secretary of State of a Certificate of Conversion.

**IN WITNESS WHEREOF**, VMF Get Smart Content, L.L.C. has caused these Articles of Conversion to be duly executed and delivered as of October 30, 2013.

**VMF GET SMART CONTENT, L.L.C.**

By: DocuSigned by:  
*James Eustace*  
E7820F6E622B44C  
\_\_\_\_\_  
James Eustace  
President

ARTICLES OF CONVERSION  
SIGNATURE PAGE

AUS:671680.1

**TRADEMARK**  
**REEL: 005870 FRAME: 0661**

# 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 TEXAS LIMITED LIABILITY COMPANY UNDER THE NAME OF "VMF GET SMART CONTENT, L.L.C." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "VMF GET SMART CONTENT, L.L.C." TO "GET SMART CONTENT, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2013, AT 6:08 O'CLOCK P.M.

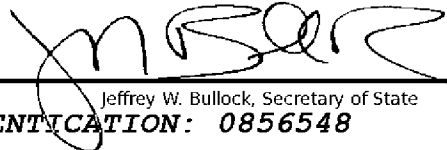
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5424172 8100V

131253479

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: 0856548

DATE: 10-31-13

TRADEMARK  
REEL: 005870 FRAME: 0662

**CERTIFICATE OF CONVERSION  
OF  
VMF GET SMART CONTENT, L.L.C.  
(a Texas limited liability company)  
TO  
GET SMART CONTENT, INC.  
(a Delaware corporation)**

VMF Get Smart Content, L.L.C., a Texas limited liability company (the "*Converting Entity*"), to be converted hereby into Get Smart Content, Inc., a Delaware corporation (the "*Converted Entity*"), hereby certifies:

1. The date on which the Converting Entity was first formed is January 11, 2010.
2. The name of the Converting Entity immediately prior to the filing of this Certificate of Conversion is "VMF Get Smart Content, L.L.C.".
3. The name of the Converted Entity as set forth in its Certificate of Incorporation filed concurrently herewith in accordance with Section 265(b) of the Delaware General Corporation Law is "Get Smart Content, Inc."
4. The Converting Entity is a Texas limited liability company.

**IN WITNESS WHEREOF**, VMF Get Smart Content, L.L.C. has caused this Certificate of Conversion to be duly authorized and delivered as of October 30, 2013.

**VMF GET SMART CONTENT, L.L.C.**

DocuSigned by:  
*James Eustace*  
By: E7620E9E622E44C  
James Eustace  
President

# 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 "GET SMART CONTENT, INC." FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2013, AT 6:08 O'CLOCK P.M.

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

5424172 8100V

131253479

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: 0856548

DATE: 10-31-13

TRADEMARK  
REEL: 005870 FRAME: 0664



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CERTIFICATE OF INCORPORATION  
OF  
GET SMART CONTENT, INC.

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ARTICLE I.

The name of this corporation is Get Smart Content, Inc. (the "*Corporation*").

ARTICLE II.

The name and address of the registered agent for service of process of the Corporation in the State of Delaware is The Corporation Trust Company, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

ARTICLE III.

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 (the "*DGCL*").

ARTICLE IV.

This Corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares which the Corporation is authorized to issue is 13,000,000 shares, all of which shall be Common Stock, par value \$0.0001 per share.

ARTICLE V.

A. **Limitation of Director's Liability.** To the fullest extent permitted by the DGCL, as the same exists or may hereafter be amended, a director of this Corporation shall not be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

B. **Indemnification of Directors and Officers.** To the fullest extent permitted by applicable law, this Corporation is authorized to provide indemnification of, and advancement of expenses to, directors, officers, employees and other agents of this Corporation and any other persons to which the DGCL permits this Corporation to provide indemnification.

C. **Repeal or Modification.** Any repeal or modification of this Article V, by amendment of such section or by operation of law, shall not adversely affect any right or protection of a director, officer, employee or other agent of this Corporation existing at the time of, or increase the liability of any such person with respect to any acts or omissions in their

capacity as a director, officer, employee, or other agent of the corporation occurring prior to, such repeal or modification.

**ARTICLE VI.**

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 on stockholders herein are granted subject to this reservation.

**ARTICLE VII.**

Election of directors at an annual or special meeting of stockholders need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**ARTICLE VIII.**

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

**ARTICLE IX.**

The name of the Corporation's incorporator is Brian Alford, and the incorporator's mailing address is Andrews Kurth LLP, 111 Congress Avenue, Suite 1700, Austin, Texas 78701.

\* \* \* \* \*

IN WITNESS WHEREOF, this Certificate of Incorporation has been signed by the incorporator of the Corporation on this 30th day of October, 2013.

By: /s/ Brian Alford  
Brian Alford  
Incorporator