

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM398675

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	11/24/2014

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Paramount Group, Inc.		11/21/2014	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	Paramount Group, Inc.
<b>Street Address:</b>	1633 Broadway
<b>Internal Address:</b>	Suite 1801
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10019
<b>Entity Type:</b>	Corporation: MARYLAND

## PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	4980512	PARAMOUNT
Registration Number:	4975734	PARAMOUNT GROUP
Registration Number:	4647303	PARAMOUNT GROUP
Registration Number:	4545924	PARAMOUNT GROUP
Registration Number:	4574174	PARAMOUNT GROUP REAL ESTATE FUNDS
Registration Number:	4570551	PARAMOUNT GROUP REAL ESTATE FUNDS
Registration Number:	2685613	PARAMOUNT GROUP, INC.

## CORRESPONDENCE DATA

Fax Number:

*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.*

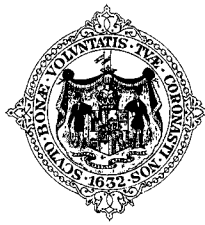
Email: ipmail@dykema.com  
 Correspondent Name: Dykema Gossett PLLC  
 Address Line 1: 1301 K Street, N.W.  
 Address Line 2: Suite 1100 West  
 Address Line 4: Washington, D.C. 20005

<b>NAME OF SUBMITTER:</b>	Eric Fingerhut
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CH \$190.00 4980512

<b>SIGNATURE:</b>	/eric fingerhut/
<b>DATE SIGNED:</b>	09/15/2016
<b>Total Attachments: 6</b> source=Paramount Group Inc. - Art. of Merger (11-21-14)#page1.tif source=Paramount Group Inc. - Art. of Merger (11-21-14)#page2.tif source=Paramount Group Inc. - Art. of Merger (11-21-14)#page3.tif source=Paramount Group Inc. - Art. of Merger (11-21-14)#page4.tif source=Paramount Group Inc. - Art. of Merger (11-21-14)#page5.tif source=Paramount Group Inc. - Art. of Merger (11-21-14)#page6.tif	

State of Maryland  
Department of  
Assessments and Taxation



Martin O'Malley  
Governor

Robert E. Young  
Director

Paul B. Anderson  
Administrator

Charter Division

Date: 11/21/2014

VENABLE LLP  
SUITE 900  
750 E. PRATT STREET  
BALTIMORE MD 21202

THIS LETTER IS TO CONFIRM ACCEPTANCE OF THE FOLLOWING FILING:

ENTITY NAME : PARAMOUNT GROUP, INC.  
DEPARTMENT ID : D15801053  
TYPE OF REQUEST : ARTICLES OF MERGER  
DATE FILED : 11-21-2014  
TIME FILED : 04:00 PM  
RECORDING FEE : \$100.00  
EXPEDITED FEE : \$70.00  
COPY FEE : \$24.00  
FILING NUMBER : 1000362007237201  
CUSTOMER ID : 0003172464  
WORK ORDER NUMBER : 0004389044

PLEASE VERIFY THE INFORMATION CONTAINED IN THIS LETTER. NOTIFY THIS DEPARTMENT IN WRITING IF ANY INFORMATION IS INCORRECT. INCLUDE THE CUSTOMER ID AND THE WORK ORDER NUMBER ON ANY INQUIRIES.

Charter Division  
Baltimore Metro Area (410) 767-1350  
Outside Metro Area (888) 246-5941

ENTITY TYPE: ORDINARY BUSINESS - STOCK  
STOCK: Y  
CLOSE: N  
C/O CORPORATION TRUST INCORPORATED  
PRINCIPAL OFFICE: 351 W CAMDEN ST  
BALTIMORE MD 21201  
RESIDENT AGENT: THE CORPORATION TRUST INCORPORATED  
351 WEST CAMDEN STREET  
BALTIMORE MD 21201-7912

COMMENTS:

THIS AMENDMENT RECORD INDICATES THE MERGER INVOLVING THE FOLLOWING ENTITIES:  
SURVIVOR:  
(D15801053) PARAMOUNT GROUP, INC.

MERGED ENTITIES:

PARAMOUNT GROUP, INC. (DE).

EFFECTIVE TIME: NOVEMBER 24, 2014 9:10 AM

ARTICLES OF MERGER  
OF  
PARAMOUNT GROUP, INC.  
(a Delaware corporation)  
WITH AND INTO  
PARAMOUNT GROUP, INC.  
(a Maryland Corporation)

THIS IS TO CERTIFY THAT:

FIRST: Each of the parties to these Articles of Merger does hereby agree to effect a merger of said entities upon the terms and conditions set forth herein (the "Merger").

SECOND: Paramount Group, Inc., (the "Merging Entity") is a Delaware corporation formed under the general laws of the State of Delaware on December 15, 1978. Paramount Group, Inc. (the "Surviving Entity") is a Maryland corporation.

THIRD: The Merging Entity is not registered or qualified to do business in the State of Maryland, owns no interest in land in the State of Maryland, and does not have a principal office in the State of Maryland. The principal office of the Surviving Entity in the State of Maryland is located in Baltimore City. The charter of the Surviving Entity shall not be amended as a result of the Merger.

FOURTH: The terms and conditions of the transaction described in these Articles of Merger were advised, authorized and approved by the Surviving Entity in the manner and by the vote required by the laws of the State of Maryland, the charter and the bylaws of the Surviving Entity as follows:

(a) The board of directors of the Surviving Entity by unanimous written consent signed by all of the directors thereof and filed with the minutes of proceedings of the board, adopted a resolution declaring that the terms and conditions of the transaction described herein were advisable and directing that the proposed transaction be submitted for consideration by the sole stockholder of the Surviving Entity.

(b) A written consent, setting forth approval of the terms and conditions of the transaction described herein as so proposed, was signed by the sole stockholder of the Surviving Entity, and such consent is filed with the records of meetings of the stockholders of the Surviving Entity.

FIFTH: The terms and conditions of the transaction described in these Articles of Merger were advised, authorized and approved by the Merging Entity in the manner and by the vote required by the laws of the State of Delaware, the certificate of incorporation and the bylaws of the Merging Entity as follows:

(a) The board of directors of the Merging Entity by unanimous written consent signed by all of the directors thereof and filed with the minutes of proceedings of the board, adopted a

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STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the <sup>4</sup>  
page document on file in this office. DATED: 11-21-74  
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION:  
BY: [Signature], Custodian  
This stamp replaces our previous certification system. Effective: 6/95

TRADEMARK  
REEL: 005878 FRAME: 0005

resolution declaring that the terms and conditions of the transaction described herein were advisable and directing that the proposed transaction be submitted for consideration by the stockholders of the Merging Entity.

(b) A written consent, setting forth approval of the terms and conditions of the transaction described herein as so proposed, was signed by all the stockholders of the Merging Entity (the "Stockholders") and filed with the records of meetings of the stockholders of the Merging Entity.

SIXTH: The total number of shares of all classes of capital stock which the Merging Entity has the authority to issue is 1,000,000 shares of common stock, par value \$1.00 per share (the "Merging Entity Capital Stock"). The aggregate par value of all authorized shares of stock of all classes of Merging Entity Capital Stock is \$1,000,000.

SEVENTH: The total number of shares of all classes of capital stock which the Surviving Entity has the authority to issue is 900,000,000 shares of common stock, par value \$0.01 per share, and 100,000,000 shares of preferred stock, par value \$0.01 per share. The aggregate par value of all authorized shares of stock having par value is \$10,000,000.

EIGHTH: At the Effective Time (as defined below), the Merging Entity shall be merged with and into the Surviving Entity. Upon the Effective Time, each share of the Merging Entity Capital Stock issued and outstanding immediately prior to the Effective Time shall automatically be converted into the right to receive shares of common stock of the Surviving Entity, pursuant to the Agreement and Plan of Merger, dated as of November 6, 2014, between the Merging Entity and the Surviving Entity and the Stockholders. At the Effective Time, each share of stock of the Surviving Entity issued and outstanding immediately prior to the Effective Time shall remain outstanding and unaffected by the Merger.

NINTH: The Merger shall become effective (the "Effective Time") on November 24, 2014 at 9:10 a.m. Eastern Time.

TENTH: Each of the undersigned acknowledges these Articles of Merger to be the act and deed of the respective entity on behalf of which he or she has signed, and further, as to all matters or facts required to be verified under oath, each of the undersigned acknowledges that, to the best of his or her knowledge, information and belief, these matters and facts relating to the entity on whose behalf he or she has signed are true in all material respects and that this statement is made under the penalties of perjury. The execution and attestation of these Articles of Merger by the undersigned officers has been authorized by a resolution of the board of directors of the respective entity for which such officer has executed or attested.

ELEVENTH: These Articles of Merger may be executed in multiple counterparts, with multiple signature pages, each bearing more than one signature, but all such counterparts and multiple signature pages shall constitute one and the same instrument.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed in their respective names and on their behalf by the persons below, as of the 21<sup>st</sup> day of November, 2014.

ATTEST:

PARAMOUNT GROUP, INC.,  
a Maryland corporation



Name: **Daniel A. Lauer**  
Title: **Senior Vice President**



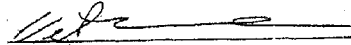
Name: **David P. Spence**  
Title: **Senior Vice President**

ATTEST:

PARAMOUNT GROUP, INC.,  
a Delaware corporation



Name: **Daniel A. Lauer**  
Title: **Senior Vice President**



Name: **Vito Messina**  
Title: **Senior Vice President**

*(Signature Page to Paramount PGT MD Articles of Merger)*

# CORPORATE CHARTER APPROVAL SHEET

\*\* EXPEDITED SERVICE \*\*

\*\* KEEP WITH DOCUMENT \*\*

DOCUMENT CODE 11 BUSINESS CODE \_\_\_\_\_

# \_\_\_\_\_

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) Paramount

Group, Inc.  
(DE)

Surviving (Transferee) Paramount

Group, Inc.

ID-15801053

Affix Barcode Label Here

Affix Barcode Label Here

New Name \_\_\_\_\_

### FEES REMITTED

Base Fee:	_____
Org. & Cap. Fee:	<u>100</u>
Expedite Fee:	<u>70</u>
Penalty:	_____
State Recordation Tax:	_____
State Transfer Tax:	_____
Certified Copies:	_____
Copy Fee:	<u>24</u>
Certificates:	_____
Certificate of Status Fee:	_____
Personal Property Filings:	_____
Mail Processing Fee:	_____
Other:	_____

TOTAL FEES: 194

Credit Card \_\_\_\_\_ Check X Cash \_\_\_\_\_

Documents on \_\_\_\_\_ Checks \_\_\_\_\_

Approved By: [Signature]

Keyed By: \_\_\_\_\_

COMMENT(S):

*Please File 2nd  
Effective Time:  
November 21, 2014  
9:10 AM*

_____	Change of Name
_____	Change of Principal Office
_____	Change of Resident Agent
_____	Change of Resident Agent Address
_____	Resignation of Resident Agent
_____	Designation of Resident Agent and Resident Agent's Address
_____	Change of Business Code

Adoption of Assumed Name \_\_\_\_\_

Other Change(s) \_\_\_\_\_

Code 063

Attention: \_\_\_\_\_

Mail: Names and Address \_\_\_\_\_

Stamp Work Order and Customer Number HERE