

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM406464

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	12/31/2014

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Authoria, Inc.		12/31/2014	Corporation: DELAWARE

**NEWLY MERGED ENTITY DATA**

Name	Execution Date	Entity Type
PEOPLECLICK, INC.	12/31/2014	Corporation: DELAWARE

**MERGED ENTITY'S NEW NAME (RECEIVING PARTY)**

<b>Name:</b>	PeopleFluent, Inc.
<b>Street Address:</b>	300 Fifth Avenue
<b>City:</b>	Waltham
<b>State/Country:</b>	MASSACHUSETTS
<b>Postal Code:</b>	02451
<b>Entity Type:</b>	Corporation: DELAWARE

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
<b>Registration Number:</b>	4995741	
<b>Serial Number:</b>	86365602	COLOSSUS
<b>Registration Number:</b>	4722846	MIRROR
<b>Registration Number:</b>	3816407	AUTHORIA

**CORRESPONDENCE DATA****Fax Number:** 6172484000*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:** tadmin@choate.com**Correspondent Name:** Sara M. Bauer**Address Line 1:** Two International Place**Address Line 2:** Choate Hall & Stewart LLP**Address Line 4:** Boston, MASSACHUSETTS 02110**NAME OF SUBMITTER:** Sara M. Bauer

OP \$115.00 4995741

<b>SIGNATURE:</b>	/sara bauer/
<b>DATE SIGNED:</b>	11/23/2016
<b>Total Attachments: 6</b> source=PeopleFluent - Certificate of Merger and Name Change - 12-31-2014#page1.tif source=PeopleFluent - Certificate of Merger and Name Change - 12-31-2014#page2.tif source=PeopleFluent - Certificate of Merger and Name Change - 12-31-2014#page3.tif source=PeopleFluent - Certificate of Merger and Name Change - 12-31-2014#page4.tif source=PeopleFluent - Certificate of Merger and Name Change - 12-31-2014#page5.tif source=PeopleFluent - Certificate of Merger and Name Change - 12-31-2014#page6.tif	

# Delaware

PAGE 1

## The First State

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:

"AUTHORIA, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "PEOPLECLICK, INC." UNDER THE NAME OF  
"PEOPLEFLUENT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2014, AT 8:10  
O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF  
DECEMBER, A.D. 2014, AT 11:59 O'CLOCK P.M.


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

3298573 8100M

141598769



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: 1998975

DATE: 12-31-14

TRADEMARK  
REEL: 005927 FRAME: 0536

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 08:10 AM 12/31/2014  
 FILED 08:10 AM 12/31/2014  
 SRV 141598769 - 3298573 FILE

CERTIFICATE OF MERGER

OF

AUTHORIA, INC.

INTO

PEOPLECLICK, INC.

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Pursuant to Section 251 of the General  
 Corporation Law of the State of Delaware

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Peopleclick, Inc., a Delaware corporation, does hereby certify that:

FIRST: The names and states of incorporation of the Constituent Corporations to this merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Authoria, Inc.	Delaware
Peopleclick, Inc.	Delaware

SECOND: An Agreement and Plan of Merger (the "Merger Agreement"), dated as of December 31, 2014, providing for the merger of Authoria, Inc., a Delaware corporation, with and into Peopleclick, Inc., a Delaware corporation, has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the corporation surviving the merger is Peopleclick, Inc., except that at the time of the merger it shall be changed to PeopleFluent, Inc. (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be amended and restated to read in its entirety as set forth in Exhibit A attached hereto.

FIFTH: The executed Merger Agreement is on file at an office of the Surviving Corporation, 300 Fifth Avenue, Waltham, MA 02451. A copy will be provided, upon request and without cost, to any stockholder of either constituent corporation.

SIXTH: The Merger shall become effective at 11:59 p.m. on December 31, 2014.


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TRADEMARK

REEL: 005927 FRAME: 0537

IN WITNESS WHEREOF, Peopleclick, Inc. has caused this Certificate of Merger to be executed in its corporate name this 31<sup>st</sup> day of December, 2014.

PEOPLECLICK, INC.

By:   
Name: Jonathan Salon  
Title: Vice President of Legal Affairs and Assistant Secretary

*[Signature Page to Certificate of Merger]*

**EXHIBIT A**

Amended and Restated Certificate of Incorporation

**EXHIBIT A**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**PEOPLEFLUENT, INC.**

FIRST: The name of this corporation (the "Corporation") shall be:  
PeopleFluent, Inc.

SECOND: The registered office of the Corporation in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801, and its registered agent at such address is: The Corporation Trust Company.

THIRD: The purpose or purposes of the Corporation shall be: To carry on any and all business and to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is: 100 shares of Common Stock, par value \$0.01 per share.

FIFTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of the Corporation.

SIXTH: Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

SEVENTH: A director of the Corporation shall not be personally 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 or 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 Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the effective date of this Certificate of Incorporation 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 Delaware General Corporation Law. No amendment, modification or repeal of this Section shall adversely affect the rights and protection afforded to a director of the Corporation under this Section for acts or omissions occurring prior to such amendment, modification or repeal.

EIGHTH: Subject to Section 2.1 of that certain Agreement and Plan of Merger dated as of December 31, 2014 among Peopleclick, Inc. and others, the Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision

contained in this Certificate of Incorporation, and to add or insert other provisions authorized by the laws of the State of Delaware at the time in force, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Section.