

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM406801

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
RESUBMIT DOCUMENT ID:	900385458		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gradifi Co.		04/02/2015	Corporation: TEXAS
RECEIVING PARTY DATA			
Name:	Gradifi, Inc.		
Street Address:	699 Boylston Street		
Internal Address:	Suite 200		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02116		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	4201944	SMARTERBUCKS	
Registration Number:	4158728	SMARTERBANK	
CORRESPONDENCE DATA			
Fax Number:	6179518000		
<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>			
Phone:	6179518000		
Email:	jennifer.kagan@morganlewis.com		
Correspondent Name:	Jennifer Kagan, Paralegal		
Address Line 1:	One Federal Street		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	108234-0001		
NAME OF SUBMITTER:	Jennifer Kagan, Paralegal		
SIGNATURE:	/jenniferkagan/		
DATE SIGNED:	11/29/2016		
Total Attachments: 15			
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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 CORPORATION UNDER THE NAME OF "GRADIFI CO." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "GRADIFI CO." TO "GRADIFI INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF APRIL, A.D. 2015, AT 2:06 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE SECOND DAY OF APRIL, A.D. 2015, AT 5 O'CLOCK P.M.

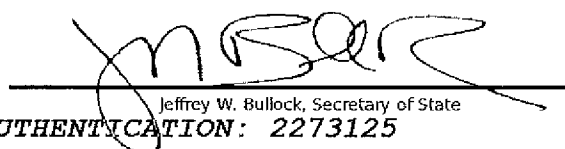
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5722198 8100V

150459470

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2273125

DATE: 04-08-15

TRADEMARK
REEL: 005928 FRAME: 0747

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL CORPORATION LAW

This Certificate of Conversion (the "Certificate of Conversion") of Gradifi Co., a Texas corporation (the "Converting Entity"), dated as of April 1, 2015, has been duly executed and filed by an authorized officer of the Converting Entity to convert the Converting Entity to a Delaware corporation (the "Corporation") in accordance with Section 265 of the Delaware General Corporation Law (such conversion, the "Conversion"):

1. The jurisdiction where the Converting Entity first formed is Texas.
2. The jurisdiction of the Converting Entity immediately prior to filing of this Certificate of Conversion is Texas.
3. The date the Converting Entity first formed is December 16, 2013.
4. The name of the Converting Entity immediately prior to filing of this Certificate of Conversion is **Gradifi Co.**
5. The name of the Corporation as set forth in the Certificate of Incorporation is **Gradifi, Inc.**
6. The Conversion shall become effective as of 5.00 p.m. (EST) on 2nd day of April, 2015.

IN WITNESS WHEREOF, the undersigned, being duly authorized to sign on behalf of the Converting Entity, has executed this Certificate of Conversion on April 1, 2015.

GRADIFI CO.

By: /s/ Timothy A. DeMello

Name: Timothy A. DeMello

Title: Chief Executive Officer



Office of the Secretary of State

CERTIFICATE OF CONVERSION

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

Gradifi Co.
File Number: 801898718

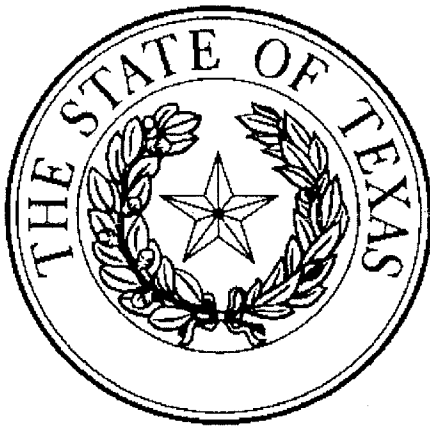
Converting it to

Gradifi, 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: 04/02/2015

Effective: 04/02/2015 04:00 pm



A handwritten signature in black ink, appearing to read "Cascos" followed by a horizontal line.

Carlos Cascos
Secretary of State

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709



**Certificate of Conversion
of a
Texas Corporation
to a
Foreign Corporation**

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
APR 02 2015
Corporations Section

Converting Entity Information

The name of the converting corporation ("Corp") is:
Gradifi Co.

The jurisdiction of formation of the Corp is : Texas

The date of formation of the Corp is: December 16, 2013

The file number, if any, issued to the Corp by the secretary of state is: 801898718

Converted Entity Information

The corporation named above is converting to a foreign corporation. The name of the corporation is:
Gradifi, Inc.

The corporation will be formed under the laws of: Delaware

Plan of Conversion

The plan of conversion is attached.

If the plan of conversion is not attached, the following section must be completed.

Alternative Statements

In lieu of providing the plan of conversion, the converting corporation certifies that:

1. A signed plan of conversion is on file at the principal place of business of the domestic corporation, the converting entity. The address of the principal place of business of the corporation is:

699 Boylston Street, Suite 200 Boston MA USA 02116
Street or Mailing Address *City* *State* *Country* *Zip Code*

2. A signed plan of conversion will be on file after the conversion at the principal place of business of the corporation, the converted entity. The address of the principal place of business of the corporation is:

699 Boylston Street, Suite 200 Boston MA USA 02116
Street or Mailing Address *City* *State* *Country* *Zip Code*

3. A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or officer of the converting or converted entity.

Certificate of Formation for the Converted Entity

If the converted entity is a Texas corporation, the certificate of formation of the Texas corporation must be attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

Approval of the Plan of Conversion

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: April 2, 2015 at 5.00 p.m. (EST)

C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

Attached hereto is a certificate from the comptroller of public accounts that certifies that the converting entity is in good standing for purposes of conversion.

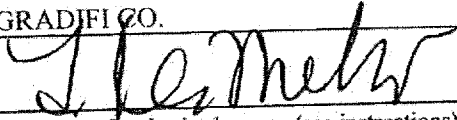
In lieu of providing the tax certificate, the corporation as the converted entity is liable for the payment of any franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date: 4/1/15

GRADIFI CO.


Signature of authorized person (see instructions)

Timothy A. DeMello, President
Printed or typed name of authorized person

**GRADIFI CO.
PLAN OF CONVERSION
PURSUANT TO SECTION 10.101
OF THE TEXAS BUSINESS ORGANIZATIONS CODE**

Dated as of April 1, 2015

This Plan of Conversion (the "Plan") of Gradifi Co., a Texas corporation (the "Converting Entity"), provides for the conversion (the "Conversion") of the Converting Entity into a corporation organized under the laws of the State of Delaware to be named Gradifi, Inc. (the "Converted Entity").

1. The name of the converting entity is Gradifi Co., a Texas corporation.
2. The name of the converted entity will be Gradifi, Inc., a Delaware corporation.
3. The Converting Entity will continue its existence in the organizational form of the Converted Entity.
4. The Converted Entity will be a corporation to be formed under the laws of the State of Delaware.
5. (a) The entire capital stock of the Converting Entity consists of 20,000,000 shares of common stock, par value \$0.001 per share, of which 13,580,000 shares are outstanding.

(b) Each share of common stock, par value \$0.001 per share, of the Converting Entity immediately prior to the Effective Time (as defined below) shall be converted into and represent one share of common stock, par value \$0.001 per share, of the Converted Entity.
6. Attached hereto as Exhibit A, is a copy of the Certificate of Incorporation of the Converted Entity.
7. This Plan of Conversion shall become effective at the time set forth in the Certificate of Conversion of the Converted Entity to the Converting Entity to be filed with the Texas Secretary of State (the "Effective Time"), substantially in the form attached hereto as Exhibit B.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed this Plan of Conversion as of the date first written above.

GRADIFI CO.,
a Texas corporation

By: 

Name: Timothy A. DeMello

Title: President

*Signature Page to Plan of Conversion
of Gradifi Co.*

TRADEMARK
REEL: 005928 FRAME: 0754

Exhibit A
Certificate of Incorporation

A/76727839.1

TRADEMARK
REEL: 005928 FRAME: 0755

CERTIFICATE OF INCORPORATION
OF
GRADIFI, INC.

The undersigned, for the purposes of forming a corporation pursuant to Sections 101 and 102 of the General Corporation Law of Delaware, does hereby certify as follows:

FIRST: The name of the corporation is Gradifi, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of the Corporation's registered agent at that address is Corporation Service Company.

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

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 20,000,000 \$0.001 par value per share, all of which shares are common stock.

FIFTH: The name and mailing address of the incorporator are:

<u>Name</u>	<u>Mailing Address</u>
Timothy A. DeMello	Gradifi, Inc. 699 Boylston Street, Suite 200 Boston, Massachusetts 02116

SIXTH: The Board of Directors is expressly authorized to adopt, amend, or repeal the By-laws of the Corporation.

SEVENTH: Pursuant to Section 211(e) of the General Corporation Law of Delaware, the directors of the Corporation shall not be required to be elected by written ballots.

EIGHTH: (a) 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 knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law 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 Delaware General Corporation Law, as so amended.

(b) No modification or repeal of the provisions of this Article shall adversely affect any right or protection of any director of the Corporation existing at the date of such modification or repeal or create any liability or adversely affect any such right or protection for any acts or omissions of such director occurring prior to such modification or repeal.

NINTH: The Corporation shall, to the full extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

TENTH: This Certificate of Incorporation shall become effective as of 5.00 p.m. (EST) on the 2nd day of April, 2015.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned, being the Sole Incorporator hereinabove named, hereby further certifies that the facts herein stated are true and, accordingly, has signed this Certificate of Incorporation this ____ day of April, 2015.

Timothy A. DeMello
Sole Incorporator

Exhibit B
Certificate of Conversion

A/76727839.1

TRADEMARK
REEL: 005928 FRAME: 0759

This space reserved for office use.



Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709

**Certificate of Conversion
of a
Texas Corporation
to a
Foreign Corporation**

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The name of the converting corporation ("Corp") is:
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The jurisdiction of formation of the Corp is : Texas

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The file number, if any, issued to the Corp by the secretary of state is: 801898718

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Street or Mailing Address *City* *State* *Country* *Zip Code*

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Street or Mailing Address *City* *State* *Country* *Zip Code*

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Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code to execute the filing instrument.

Date: _____

GRADIFI CO.

Signature of authorized person (see instructions)

Timothy A. DeMello, President

Printed or typed name of authorized person