

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM407060

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	05/23/2016		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Eightyone Labs, Inc.		05/23/2016	Corporation: DELAWARE
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
Eightyone Labs, Inc.	05/23/2016	Corporation: DELAWARE	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	Mapkin Inc.		
<b>Street Address:</b>	35 Kingston Street		
<b>City:</b>	Boston		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02111		
<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>	4506828	MAPKIN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2028576395		
<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>	202 857 6169		
<b>Email:</b>	henrye@arentfox.com		
<b>Correspondent Name:</b>	James R. Davis, II		
<b>Address Line 1:</b>	1717 K Street, NW		
<b>Address Line 2:</b>	Arent Fox LLP		
<b>Address Line 4:</b>	Washington, D.C. 20006		
<b>ATTORNEY DOCKET NUMBER:</b>	019428/00350		
<b>NAME OF SUBMITTER:</b>	James R. Davis, II		
<b>SIGNATURE:</b>	/James R. Davis, II/		
<b>DATE SIGNED:</b>	11/30/2016		

OP \$40.00 4506828

**Total Attachments: 7**

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# Delaware

The First State

Page 1

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:

"MERMAID MERGER CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "EIGHTYONE LABS INC." UNDER THE NAME OF "MAPKIN INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF MAY, A.D. 2016, AT 2:49 O`CLOCK P.M.

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



  
Jeffrey W. Bullock, Secretary of State

5116618 8100M  
SR# 20163588028

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

Authentication: 202366647  
Date: 05-23-16

TRADEMARK  
REEL: 005931 FRAME: 0108

**CERTIFICATE OF MERGER**

of

**MERMAID MERGER CORPORATION**  
(a Delaware corporation)

with and into

**EIGHTYONE LABS INC.**  
(a Delaware corporation)

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the  
“DGCL”)

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The undersigned corporation does hereby certify that:

FIRST: The constituent corporations (the “Constituent Corporations”) participating in the merger herein certified (the “Merger”) are:

(i) Mermaid Merger Corporation, which is incorporated under the laws of the State of Delaware (“Disappearing Corp.”); and

(ii) Eightyone Labs Inc., which is incorporated under the laws of the State of Delaware (“Surviving Corp.”).

SECOND: An Agreement and Plan of Merger, dated as of May 23, 2016, by and among MapQuest, Inc., a Delaware corporation, Disappearing Corp., Surviving Corp. and Marc William Regan, an individual, as Securityholder Representative, (the “Agreement and Plan of Merger”) has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of subsection (c) of Section 251 of the DGCL.

THIRD: The name of the surviving corporation in the Merger is Eightyone Labs Inc. and is hereby changed to Mapkin Inc.

FOURTH: The certificate of incorporation of Surviving Corp. at the effective time of the Merger shall be amended and restated as set forth on Exhibit A hereto, and as so amended and restated shall be the certificate of incorporation of the Surviving Corp. until thereafter amended as provided therein or pursuant to the provisions of the laws of the State of Delaware.

FIFTH: The executed Agreement and Plan of Merger is on file at an office of the Surviving Corp., the address of which is as follows:

Eightyone Labs Inc.  
35 Kingston Street  
Boston, MA 02111


SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corp., on request and without cost, to any stockholder of either of the Constituent Corporations.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be duly executed by its authorized officer.

Dated: May 23 2016

EIGHTYONE LABS INC.

By:   
Name: Marc William Regan  
Title: President

[Signature Page to Certificate of Merger]

**TRADEMARK**  
**REEL: 005931 FRAME: 0111**

**EXHIBIT A**

Amended and Restated Certificate of Incorporation

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**of**

**MAPKIN INC.**

FIRST. The name of the corporation is Mapkin Inc. (the “Corporation”).

SECOND. The address of the Corporation’s registered office in the State of Delaware is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, in the County of New Castle, in the State of Delaware, 19808. The name of the Corporation’s registered agent at such 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 the State of Delaware (the “DGCL”).

FOURTH. 1. Common Stock. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100 shares of Common Stock, par value \$0.01 per share (the “Common Stock”). All shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges.

2. Voting Rights. The holders of Common Stock will be entitled to one vote per share on all matters to be voted on by the Corporation’s stockholders, except as otherwise required by law. There shall be no cumulative voting.

3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefore as and when determined by the Board of Directors, subject to any provision of this Certificate of Incorporation, as it may be amended from time to time.

4. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled to share, ratably according to the number of shares of Common Stock held by them, in the remaining assets of the Corporation available for distribution to its stockholders.

FIFTH. To the fullest extent permitted by the DGCL as the same now exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duties as



a director. Any repeal or modification of this Article Fifth shall not adversely affect any right or protection of a director existing at the time of such repeal or modification.

SIXTH. The Board of Directors, acting by majority vote, is expressly authorized to adopt, amend or repeal the bylaws of the Corporation.

SEVENTH. 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 upon stockholders herein are subject to this reservation.

[The remainder of this page has been intentionally left blank.]