

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM422080

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Otherside Entertainment, Inc.		01/01/2017	Corporation: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	Otherside Entertainment, Inc.		
Street Address:	33 Farrar Road		
City:	Lincoln		
State/Country:	MASSACHUSETTS		
Postal Code:	01773		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	5162759	OTHERSIDE ENTERTAINMENT	
Serial Number:	86287767	OTHERSIDE ENTERTAINMENT	
Serial Number:	86651050	UNDERWORLD ASCENDANT	
Serial Number:	86081935	UNDERWORLD ASCENDANT	
CORRESPONDENCE DATA			
Fax Number:	6179518736		
<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 2:	Morgan, Lewis & Bockius LLP		
Address Line 4:	Boston, MASSACHUSETTS 02110		
ATTORNEY DOCKET NUMBER:	107826-0002		
NAME OF SUBMITTER:	Jennifer Kagan, Paralegal		
SIGNATURE:	/jenniferkagan/		
DATE SIGNED:	04/03/2017		
Total Attachments: 8			

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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 CONVERSION OF A MASSACHUSETTS CORPORATION UNDER THE NAME OF "OTHERSIDE ENTERTAINMENT, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2016, AT 5:23 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF JANUARY, A.D. 2017 AT 12:01 O'CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

6263599 8100F
SR# 20167305232

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

Authentication: 203603797
Date: 12-29-16

TRADEMARK
REEL: 006024 FRAME: 0457

CERTIFICATE OF CONVERSION

CONVERTING

OTHERSIDE ENTERTAINMENT, INC.
(A Massachusetts Corporation)

TO

OTHERSIDE ENTERTAINMENT, INC.
(A Delaware Corporation)

Pursuant to Section 265 of the Delaware General Corporation Law

The undersigned authorized person of OtherSide Entertainment, Inc., a Massachusetts corporation (the "Converting Corporation") that is converting to OtherSide Entertainment, Inc., a Delaware corporation (the "Company"), does hereby certify that:

1. Date and Jurisdiction of Organization of Converting Corporation. The date on which, and the jurisdiction where, the Converting Corporation was organized are as follows:

<u>Date</u>	<u>Jurisdiction</u>
September 10, 2013	Massachusetts

2. Name of Converting Corporation. The name of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was "OtherSide Entertainment, Inc."

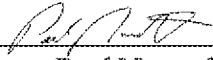
3. Type of Entity of Converting Corporation. The type of entity of the Converting Corporation immediately prior to the filing of this Certificate of Conversion was a Massachusetts corporation.

4. Name of Converted Corporation. The name of the Delaware corporation to which the Converting Corporation is being converted and the name set forth in the Certificate of Incorporation of the Company filed in accordance with Section 103 of the Delaware General Corporation Law is "OtherSide Entertainment, Inc."

5. Approval of Conversion. The conversion of the Converting Corporation to the Company has been approved in accordance with the provisions of Section 265 of the General Corporation Law of the State of Delaware and Section 9.52 of the Massachusetts Business Corporation Act.

6. Effective Time. The effective time of this Certificate of Conversion shall be 12:01 a.m. on January 1, 2017.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion as of December 28, 2016.



Name: Paul Neurath
Title: President

Delaware

The First State

Page 1

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 INCORPORATION OF "OTHERSIDE ENTERTAINMENT, INC." FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2016, AT 5:23 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF JANUARY, A.D. 2017 AT 12:01 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

6263599 8100F
SR# 20167305232

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Authentication: 203603797
Date: 12-29-16

TRADEMARK
REEL: 006024 FRAME: 0460

**CERTIFICATE OF INCORPORATION
OF
OTHERSIDE ENTERTAINMENT, INC.**

The undersigned, a natural person (the “**Sole Incorporator**”), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

FIRST: The name of the corporation is OtherSide Entertainment, Inc.

SECOND: The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, 19808 County of New Castle. The name of its 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.

FOURTH: The total number of shares of capital stock which the corporation shall have authority to issue is Three Hundred Thousand (300,000) shares of Common Stock, par value \$0.0001 per share.

FIFTH: The name and mailing address of the sole incorporator is as follows:

NAME

MAILING ADDRESS

Lauren Marie Watson	c/o Morgan, Lewis & Bockius LLP One Federal Street Boston, Massachusetts 02110
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SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation and for defining and regulating the powers of the corporation and its directors and stockholders and are in furtherance and not in limitation of the powers conferred upon the corporation by statute.

(a) The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

(b) Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

(c) Subject to any additional vote required by the Certificate of Incorporation or Bylaws, 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.

(d) Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

(e) The Board of Directors shall have the power and authority:

- (1) to the full extent permitted or not prohibited by law, and without the consent of or other action by the stockholders, to authorize or create mortgages, pledges or other liens or encumbrances upon any or all of the assets, real, personal or mixed, and franchises of the corporation, including after-acquired property, and to exercise all of the powers of the corporation in connection therewith; and
- (3) subject to any provision of the Bylaws of the Corporation, to determine whether, to what extent, at what times and places and under what conditions and regulations the accounts, books and papers of the corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or paper of the corporation except as conferred by statute or authorized by the Bylaws of the Corporation or by the Board of Directors.

SEVENTH: No director of the corporation shall be personally liable to the corporation or to any of its stockholders for monetary damages for breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability; provided, however, that this Article SEVENTH shall not eliminate or limit the liability of a director, to the extent such liability is provided by applicable law, (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 General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article SEVENTH shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

EIGHTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General

Corporation Law of the State of Delaware permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of the State of Delaware; provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any Bylaw of the Corporation, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this Article EIGHTH shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any amendment, repeal or modification of the foregoing provisions of this Article EIGHTH shall only be prospective and shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

NINTH: The effective time of this Certificate of Incorporation shall be 12:01 a.m. on January 1, 2017.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts stated herein are true, and accordingly have hereunto set my hand this 28th day of December, 2016.

/s/ Lauren Marie Watson
Lauren Marie Watson
Sole Incorporator