

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM442226

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>SEQUENCE:</b>	1		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Total Merchant Services, Inc.		01/20/2017	Corporation: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Total Merchant Services, Inc.		
<b>Street Address:</b>	21650 Oxnard Street, Suite 1200		
<b>City:</b>	Woodland Hills		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	91367		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86046926	GROOVV	
<b>Serial Number:</b>	86697104	GROOVV TERMINAL ONE	
<b>Registration Number:</b>	4805566	GROOVV	
<b>Registration Number:</b>	4714132	GROOVV	
<b>Serial Number:</b>	86158573	GROOVV	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>Email:</b>	nkryzhan@honigman.com		
<b>Correspondent Name:</b>	Jennifer M. Hetu		
<b>Address Line 1:</b>	39400 Woodward Avenue, Suite 101		
<b>Address Line 4:</b>	Bloomfield Hills, MICHIGAN 48304-5151		
<b>ATTORNEY DOCKET NUMBER:</b>	221207-415968		
<b>NAME OF SUBMITTER:</b>	Nicole Kryzhan		
<b>SIGNATURE:</b>	/nicole kryzhan/		
<b>DATE SIGNED:</b>	09/07/2017		
<b>Total Attachments: 7</b>			

CH \$140.00 86046926

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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TOTAL MERCHANT SERVICES, INC." FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JANUARY, A.D. 2017, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE TWENTIETH DAY OF JANUARY, A.D. 2017 AT 2 O'CLOCK P.M.

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



6289283 8100F  
SR# 20170319298

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

confidential  
Jared Pickman  
Honigman Miller Schwartz and Cohn  
Jul 26, 2017 14:25

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

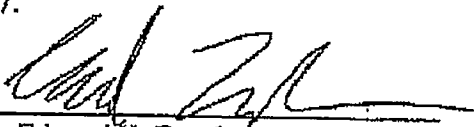
Authentication: 201896512  
Date: 01-19-17

**TRADEMARK**  
**REEL: 006149 FRAME: 0501**

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

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Nevada.
- 2.) The jurisdiction immediately prior to filing this Certificate is Nevada.
- 3.) The date the Non-Delaware Corporation was first formed was July 11, 1996.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Total Merchant Services, Inc.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Total Merchant Services, Inc.
- 6.) This Certificate is to become effective at 2:00 PM EST on January 20, 2017.

IN WITNESS WHEREOF, the undersigned being duly authorized, to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate of Conversion on the 19<sup>th</sup> day of January, A.D. 2017.

By:   
Name: Edward K. Freedman  
Title: President & Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:00 PM 01/19/2017  
FILED 12:00 PM 01/19/2017

SR 20170319298 - FileNumber 6289283

TRADEMARK  
REEL: 006149 FRAME: 0502

# 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 NEVADA CORPORATION UNDER THE NAME OF "TOTAL MERCHANT SERVICES, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JANUARY, A.D. 2017, AT 12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTIETH DAY OF JANUARY, A.D. 2017 AT 2 O'CLOCK P.M.

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



6289283 8100F  
SR# 20170319298

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Jeffrey W. Bullock, Secretary of State

Authentication: 201896512  
Date: 01-19-17

**TRADEMARK**  
**REEL: 006149 FRAME: 0503**

CERTIFICATE OF INCORPORATION

OF

TOTAL MERCHANT SERVICES, INC.

FIRST: The name of the Corporation is Total Merchant Services, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, 19801. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is seven hundred fifty thousand (750,000) shares of Common Stock, each having a par value of \$0.01 per share.

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

Name

Address

William Popok

Total Merchant Services, Inc.  
21650 Oxnard Street, Suite 1200  
Woodland Hills, CA 91367

State of Delaware  
Secretary of State

Division of Corporations

Delivered 12:00 PM 01/19/2017

FILED 12:00 PM 01/19/2017

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TRADEMARK

REEL: 006149 FRAME: 0504

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- (1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
- (2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.
- (3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.
- (4) No director shall be personally liable to the Corporation or any of 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) pursuant to Section 174 of the GCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.
- (5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SEVENTH: This Certificate of Incorporation is to become effective at 2:00 PM EST on January 20, 2017.

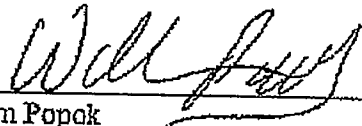
EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

NINTH: 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 granted subject to this reservation.

*[Remainder of page intentionally blank]*



I, THE UNDERSIGNED, being the incorporator hereinbefore named, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 19<sup>th</sup> day of January, 2017.



William Popok  
Incorporator