

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM450941

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/15/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Roximity, Inc.		07/15/2016	Corporation: COLORADO
RECEIVING PARTY DATA			
Name:	Verve		
Street Address:	5600 Avenida Encinas, Suite 120		
City:	Carlsbad		
State/Country:	CALIFORNIA		
Postal Code:	92008		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4353230	ROXIMITY	
CORRESPONDENCE DATA			
Fax Number:			
<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:	760-895-1710		
Email:	taylor@verve.com		
Correspondent Name:	Taylor Bloom		
Address Line 1:	5600 Avenida Encinas, Suite 120		
Address Line 4:	Carlsbad, CALIFORNIA 92008		
NAME OF SUBMITTER:	Taylor Bloom		
SIGNATURE:	/taylor bloom/		
DATE SIGNED:	11/14/2017		
Total Attachments: 6			
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Delaware

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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:

"ROCKIES ACQUISITION SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "ROXIMITY, INC." UNDER THE NAME OF "ROXIMITY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JULY, A.D. 2016, AT 2:24 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

5121969 8100M
SR# 20164933796

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

Authentication: 202667028
Date: 07-15-16

TRADEMARK
REEL: 006205 FRAME: 0515

CERTIFICATE OF MERGER

OF

ROCKIES ACQUISITION SUB, INC.

WITH AND INTO

ROXIMITY, INC.

**PURSUANT TO SECTION 251(c) OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

Roximity, Inc., a corporation duly organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("**Target**"), does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

Name	State of Incorporation
Rockies Acquisition Sub, Inc.	Delaware
Roximity, Inc.	Delaware

SECOND: That the Amended and Restated Agreement and Plan of Merger (the "**Merger Agreement**") dated as of July 8, 2016, by and among Verve Wireless, Inc., a Delaware corporation ("**Parent**"), Rockies Acquisition Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent ("**Merger Sub**"), Target and Austin Gayer, as Stockholders' Representative, setting forth the terms and conditions for the merger of Merger Sub with and into Target (the "**Merger**"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving Delaware corporation (the "**Surviving Corporation**") of the Merger shall be "Roximity, Inc."

FOURTH: That the Certificate of Incorporation of Target as in effect immediately prior to the Merger shall be amended and restated as set forth in Annex A hereto and, as so amended and restated, shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation located at 3001 Brighton Blvd., Denver, CO 80216.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of Delaware.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, Roximity, Inc. has caused this Certificate of Merger to be executed in its corporate name on the 15th day of July, 2016.

ROXIMITY, INC.

By: /s/ Daniel Newman

Daniel Newman

Chief Executive Officer

Annex A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ROXIMITY, INC.**

ARTICLE I

The name of this corporation is Roximity, Inc.

ARTICLE II

The address of this corporation's registered office in the State of Delaware is 3500 South Dupont Highway, Dover, Delaware 19901, County of Kent. The name of this corporation's registered agent at such address is Incorporating Services, Ltd.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by this corporation are to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

This corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares which this corporation is authorized to issue is One Hundred (100) shares of Common Stock, par value \$0.01 per share.

ARTICLE V

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors of this corporation is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of this corporation.

ARTICLE VI

The number of directors of this corporation shall be fixed from time to time by a Bylaw or amendment thereof duly adopted by the Board of Directors of this corporation or by the stockholders of this corporation.

ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of this corporation shall so provide.

ARTICLE VIII

Meetings of the stockholders of this corporation may be held within or without the State of Delaware, as the Bylaws may provide. The books of this corporation may be kept (subject to any provision contained in applicable statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of this corporation or in the Bylaws of this corporation.

ARTICLE IX

A director of this corporation shall not be personally liable to this 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 this 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 approval by the stockholders of this Article IX to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of this corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the stockholders of this corporation shall not adversely affect any right or protection of a director of this corporation existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

ARTICLE X

This 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.