

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM460924

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Alter Eco Americas PBC		12/04/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Alter Eco Americas Inc.		
Street Address:	2339 Third Street, Suite 70		
City:	San Francisco		
State/Country:	CALIFORNIA		
Postal Code:	94107		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 11			
Property Type	Number	Word Mark	
Registration Number:	5119109	ALTER ECO	
Serial Number:	86700506	GONE 4 GOOD	
Serial Number:	86700210	GONE 4 GOOD	
Registration Number:	5029983	FEED YOUR ECO	
Registration Number:	4850921	RAINBOW	
Registration Number:	4569156	ALTER ECO	
Registration Number:	4660193	VELVET TRUFFLES	
Registration Number:	4570705	DARK BLACKOUT	
Registration Number:	4570704	DARK VELVET	
Registration Number:	4993598	ALTER ECO	
Registration Number:	3671557	ALTER ECO	
CORRESPONDENCE DATA			
Fax Number:	5125364598		
<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:	512-474-5201		
Email:	aoipdocket@nortonrosefulbright.com		
Correspondent Name:	Norton Rose Fulbright US LLP		
Address Line 1:	98 San Jacinto Blvd., Suite 1100		
Address Line 4:	Austin, TEXAS 78701		

OP \$290.00 5119109

TRADEMARK

ATTORNEY DOCKET NUMBER:	1000226189
NAME OF SUBMITTER:	Katherine Klammer Madianos
SIGNATURE:	/Katherine Klammer Madianos/
DATE SIGNED:	02/05/2018
Total Attachments: 3 source=Certificate of Amendment - Alter Eco Americas Inc#page1.tif source=Certificate of Amendment - Alter Eco Americas Inc#page2.tif source=Certificate of Amendment - Alter Eco Americas Inc#page3.tif	

Delaware

The First State

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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 AMENDMENT OF "ALTER ECO AMERICAS PBC", CHANGING ITS NAME FROM "ALTER ECO AMERICAS PBC" TO "ALTER ECO AMERICAS INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF DECEMBER, A.D. 2017, AT 4:02 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

3792329 8100
SR# 20177371492

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

Authentication: 203680357
Date: 12-04-17

TRADEMARK
REEL: 006266 FRAME: 0378

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
ALTER ECO AMERICAS PBC**

The undersigned, Katherine Tierney, does hereby certify as follows:

1. They she is the duly elected and acting President of Alter Eco Americas PBC (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware.
2. That the Board of Directors of the Corporation duly adopted resolutions proposing to amend the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and in the best interest of this Corporation and its stockholders, which resolution setting forth the proposed amendment as follows:

RESOLVED, that Article I of the Certificate of Incorporation of this Corporation be amended to read as follows:

"The name of the Corporation is Alter Eco Americas Inc. (this "Corporation"). This Corporation is a Public Benefit Corporation organized under Subchapter XV of the Delaware General Corporation Law."

RESOLVED FURTHER, that Article V, Section B(3)(a) of the Certificate of Incorporation of this Corporation be amended to read as follows:

"(a) Liquidation Preferences. The holders of each share of Series A Preferred Stock and Series B Preferred Stock then outstanding shall be entitled to be paid, out of the Available Funds and Assets, and prior and in preference to any payment or distribution (or any setting apart of any payment or distribution) of any Available Funds and Assets on any shares of Common Stock, an amount per share equal to one-half the Original Issue Price (as adjusted for stock splits, stock dividends, and the like) for the Series A Preferred Stock or the Series B Preferred Stock, as applicable, plus one-half of all accrued but unpaid dividends thereon, including without limitation, the Fixed Dividends (as adjusted for stock splits, stock dividends, and the like); provided, however, that for purposes of this Section 3(a) only, "Original Issue Price" for the Series B Preferred Stock shall be \$0.6200 per share for the shares of Series B Preferred Stock acquired through conversion of 2011 Bridge Notes (as defined in that certain Investment Agreement dated on or around July 17, 2012 ("Investment Agreement") pursuant to which the Series B Preferred Stock is being issued by the Corporation), and \$0.7000 per share for the shares of

Series B Preferred Stock acquired through purchase for cash pursuant to said Investment Agreement, subject to the appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization. If upon any liquidation, dissolution or winding up of the Corporation the Available Funds and Assets shall be insufficient to pay the holders of the Series A Preferred Stock and the Series B Preferred Stock their full preferential amounts described in this subsection, then all the remaining Available Funds and Assets shall be distributed ratably among the holders of the then outstanding Series A Preferred Stock and Series B Preferred Stock in proportion to the preferential amount each such holder is otherwise entitled to receive.”

3. That the foregoing amendments were approved by the holders of the requisite number of shares of this Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

4. That the foregoing amendment has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be signed by a duly authorized officer of this Corporation on this 4th day of December, 2017.

/s/ Katherine Tierney
Katherine Tierney, President