

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM466729

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	12/31/2017

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
VirtualWorks Group Inc.		12/27/2017	Corporation: DELAWARE

**NEWLY MERGED ENTITY DATA**

Name	Execution Date	Entity Type
AYFIE Inc.	12/27/2017	Corporation: NEW YORK

**MERGED ENTITY'S NEW NAME (RECEIVING PARTY)**

<b>Name:</b>	AYFIE Inc.
<b>Street Address:</b>	28 W 44th St
<b>Internal Address:</b>	Suite 908
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10036
<b>Entity Type:</b>	Corporation: NEW YORK

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
<b>Registration Number:</b>	4250913	VIAWORKS
<b>Registration Number:</b>	4258493	PARTNER WORKS
<b>Registration Number:</b>	4353301	VIA
<b>Registration Number:</b>	4299943	VIA VIRTUAL INDEX ARCHITECTURE
<b>Registration Number:</b>	4313689	VIRTUALWORKS
<b>Registration Number:</b>	4265897	UNIVERSAL INDEX
<b>Registration Number:</b>	4265896	VIRTUAL INDEX ARCHITECTURE
<b>Registration Number:</b>	4258492	VIA
<b>Registration Number:</b>	4272891	PARTNERWORKS
<b>Registration Number:</b>	4272890	
<b>Registration Number:</b>	4335452	VIRTUALWORKS
<b>Registration Number:</b>	4272889	

OP \$315.00 4250913

**CORRESPONDENCE DATA****Fax Number:**

*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.*

**Email:** mtzokova@solblum.com**Correspondent Name:** Solomon Blum Heymann LLP**Address Line 1:** 40 Wall street, 35th Floor**Address Line 4:** New York, NEW YORK 10005**ATTORNEY DOCKET NUMBER:** 40123.001**NAME OF SUBMITTER:** Maria Tzokova**SIGNATURE:** /mtzokova/**DATE SIGNED:** 03/22/2018**Total Attachments: 9**

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source=AYFIE, INC. - NY - MERGER#page4.tif

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FILING RECEIPT

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ENTITY NAME: AYFIE, INC.

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: NEWY

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FILED:12/29/2017 DURATION:\*\*\*\*\* CASH#:171229000214 FILM #:171229000199

FILER:

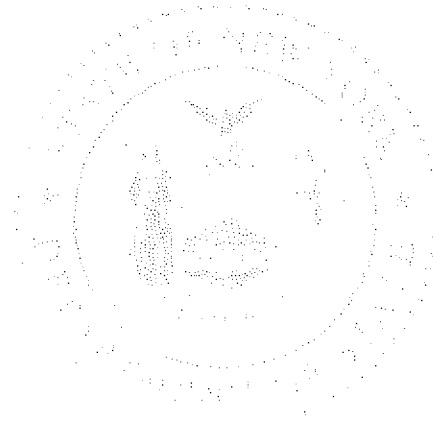
EFFECT DATE

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GUNSTER LAW GROUP  
600 BRICKELL AVENUE  
SUITE 3500  
MIAMI, FL 33131

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12/31/2017

ADDRESS FOR PROCESS:  
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REGISTERED AGENT:  
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CONSTITUENT NAME: VIRTUALWORKS GROUP INC.

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SERVICE COMPANY: COGENCY GLOBAL INC. - 41

SERVICE CODE: 41

FEEs            220.00  
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FILING           60.00  
TAX              0.00  
CERT             0.00  
COPIES          10.00  
HANDLING        150.00

PAYMENTS       220.00  
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CASH             0.00  
CHECK            0.00  
CHARGE          0.00  
DRAWDOWN       220.00  
OPAL             0.00  
REFUND          0.00

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DOS-1025 (04/2007)

**TRADEMARK**  
**REEL: 006297 FRAME: 0821**

***STATE OF NEW YORK***  
***DEPARTMENT OF STATE***

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on January 2, 2018.

A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

Brendan W. Fitzgerald  
Executive Deputy Secretary of State

Rev. 06/13

AGENCYGLOBAL-41

**CERTIFICATE OF MERGER  
OF VIRTUALWORKS GROUP INC. INTO AYFIE, INC.  
UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW**

Pursuant to Section 905 of the New York Business Corporation Law (the "NYBCL"), each of the undersigned hereby certify on behalf of the constituent corporations named herein, as follows:

1. The name of each constituent corporation is as follows:
  - (a) VirtualWorks Group Inc., a Delaware corporation. The name under which VirtualWorks Group Inc. was originally formed is "Infonder Search Technologies Inc."
  - (b) Ayfie, Inc., a New York corporation.
2. The name of the surviving corporation is Ayfie, Inc., a New York corporation (the "Surviving Corporation").
3. The designation, number, and voting rights of each outstanding class and series of shares for each of the constituent corporations is as follows:

VIRTUALWORKS GROUP INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class and series	Class and series of shares entitled to vote	Classes and series of shares entitled to vote as a class
Common Stock	35,371,945	35,371,945	35,371,945

AYFIE, INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class and series	Class and series of shares entitled to vote	Classes and series of shares entitled to vote as a class
Common Stock	1,000	1,000	1,000

4. VirtualWorks Group Inc. was incorporated in Delaware on April 16, 2009 and has not filed an Application for Authority in New York.

5. The certificate of incorporation of Ayfie, Inc. was filed by the Department of State on September 27, 2016.

6. VirtualWorks Group Inc. has complied with the provisions of the laws of its jurisdiction of incorporation applicable to this merger and this merger is permitted by such laws. The manner in which the merger was authorized with respect to VirtualWorks Group Inc. was by

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unanimous written consent in accordance with the requirements under Section 253 of the Delaware General Corporation Law.

7. The merger was authorized with respect to Ayfie, Inc. in accordance with the provisions of Section 907 of the NYBCL applicable to a merger of a parent corporation with and into its wholly owned subsidiary.

8. The certificate of incorporation of Ayfie, Inc., as in effect immediately prior to the effective date of the merger, shall be the certificate of incorporation of the Surviving Corporation.

9. The shares of the Surviving Corporation shall be issued pro rata to the shareholders of VirtualWorks Group Inc. upon surrender of any certificates therefore.

10. The effective date of the merger is December 31, 2017.

IN WITNESS WHEREOF, the undersigned have executed and signed this certificate this 27<sup>th</sup> day of December 2017.

**VIRTUALWORKS GROUP INC.**

By: *Erik Baklid*  
Erik Baklid (Dec 27, 2017)

Name: Erik Baklid

Title: CEO

**AYFIE, INC.**

By: *Erik Baklid*  
Erik Baklid (Dec 27, 2017)

Name: Erik Baklid

Title: CEO

W/10/11

**CERTIFICATE OF MERGER OF  
VIRTUALWORKS GROUP INC. INTO AYFIE, INC.**

Under Section 905 of the Business Corporation Law

Filed by:

Name: GUNSTER LAW GROUP  
Address: 600 Brickell Avenue, Suite 3500  
Miami, Florida 33131

FILED

2017 DEC 29 AM 10:24

RECEIVED

2017 DEC 29 AM 9:09

*ice*  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 29 2017

TAXS \_\_\_\_\_

BY: *h*

# 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 OWNERSHIP, WHICH MERGES:

"VIRTUALWORKS GROUP INC.", A DELAWARE CORPORATION,  
WITH AND INTO "AYFIE, INC." UNDER THE NAME OF "AYFIE, INC.",  
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2017, AT 2:36 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2017.



6683560 8100M  
SR# 20177824660

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

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a dark, textured rectangular background.

Authentication: 203857338  
Date: 12-29-17

**TRADEMARK**  
**REEL: 006297 FRAME: 0826**



**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
VIRTUALWORKS GROUP INC.  
WITH AND INTO  
AYFIE, INC.**

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), VIRTUALWORKS GROUP INC. (the "Corporation"), a Delaware corporation, does hereby certify to the following information relating to the merger (the "Merger") of the Corporation with and into AYFIE, INC., a New York corporation (the "Subsidiary"), with the Subsidiary remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.

2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on December 27<sup>th</sup>, 2017 and attached hereto as Exhibit A, determined to merge the Corporation with and into the Subsidiary pursuant to Section 253 of the DGCL. The sole holder of all of the outstanding shares of each class of capital stock of the Corporation approved the Merger by written consent on December 27<sup>th</sup>, 2017.

3. The Subsidiary shall be the surviving corporation of the Merger.

4. The Articles of Incorporation of the Subsidiary, as in effect immediately prior to the Merger, shall be the Articles of Incorporation of the surviving corporation.

5. The Certificate of Ownership and Merger and the Merger shall become effective on December 31, 2017.

6. The Subsidiary agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as the enforcement of any obligation of the Subsidiary arising from the Merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail a copy of any such process to the Subsidiary at 5301 North Federal Highway, Boca Raton, FL 33487.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 27<sup>th</sup> of December 2017.

**VIRTUALWORKS GROUP INC.**

By: Erik Baklid

Erik Baklid (Dec 27, 2017)

Name: Erik Baklid

Title: CEO

**UNANIMOUS WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS  
OF  
VIRTUALWORKS GROUP, INC.**

The undersigned, being all the members of the Board of Directors of Virtualworks Group Inc., a Delaware corporation (the "Corporation"), in accordance with the Corporation's Bylaws and Section 228(a) of the Delaware General Corporation Act, hereby consent to the adoption of the following resolutions as of January 10, 2017 (the "Effective Date") with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board of Directors of the Corporation:

**WHEREAS**, the Board of Directors of the Corporation has resolved that it was in the best interests of the Corporation to, in order of occurrence, (i) sell Virtualworks AB and certain Intellectual Property from Virtualworks Group Inc. to Virtualworks AS and Virtualworks AS, together with Virtualworks AB and certain Intellectual Property, to Virtualworks Group AS (collectively, the "Reorganization Sales"); (ii) sell all of the existing and outstanding shares of Common and Preferred Stock of Virtualworks Group Inc. to Virtualworks Group AS for the purpose of raising additional funds from new and existing investors (the "Share Transfer"); and subsequently (iii) merge Virtualworks Group Inc. and ayfie Inc (the "Merger).

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Reorganization Sales be, and the same hereby are, in all respects ratified, confirmed and approved;

**RESOLVED**, that the Share Transfer by the Corporation into Virtualworks Group AS be, and the same hereby is, in all respects ratified, confirmed and approved;

**RESOLVED**, that the Merger by the Corporation into ayfie Inc. be, and the same hereby is, in all respects ratified, confirmed and approved; and

**RESOLVED**, that any and all actions heretofore taken and any and all instruments, documents, certificates of instruction (however characterized or described) heretofore executed and delivered and filed and recorded as the case may be, on behalf of the Corporation by the officers of the Corporation in order to carry into effect the purposes and intent of the foregoing resolutions or the transactions contemplated therein or thereby, be, and the same hereby are, in all respects ratified, confirmed, and approved; and be it further

**RESOLVED**, that the proper officers of this Corporation be, and each of them hereby is, authorized, empowered and directed to take any and all such actions and to execute and deliver and file and record, as the case may be, any and all such documents, instruments, certificates or instructions (however characterized or described) as they or any of them may deem necessary or advisable in order to carry into effect the purpose and intent of the

foregoing resolution or the transaction contemplated therein or thereby, as shall be evidenced conclusively by the taking of such actions or the execution and delivery and the filing and recording, as the case may be, of such documents, instruments, certificates or instructions.

**IN WITNESS WHEREOF**, the undersigned, being all the Directors of the Corporation, have hereto set their hands and seals to be effective as of the Effective Date.

**DIRECTORS:**

  
Torkjell J. Nilsen (Dec 27, 2017)

Name: Torkjell Nilsen, Chairman

  
Lars Nilsen (Dec 27, 2017)

Name: Lars Nilsen, Board member

  
Jostein Devold (Dec 27, 2017)

Name: Jostein Devold, Board member



Name: Erik Baklid, Board member