

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM473561

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2016		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
FLICharge International Ltd.		12/23/2016	Corporation: MARYLAND
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	FLI Charge, Inc.		
<b>Street Address:</b>	450 Lexington Avenue, 4th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10017		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5237784	FLI CHARGE	
<b>Registration Number:</b>	5177495		
<b>Registration Number:</b>	5101861	FLI CHARGE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2023448300		
<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>Phone:</b>	202.344.4642		
<b>Email:</b>	clfountain@venable.com, trademarkdocket@venable.com		
<b>Correspondent Name:</b>	Cheryl Fountain		
<b>Address Line 1:</b>	P.O. Box 34385		
<b>Address Line 4:</b>	Washington, D.C. 20043-9998		
<b>ATTORNEY DOCKET NUMBER:</b>	FLICharge		
<b>NAME OF SUBMITTER:</b>	Cheryl Fountain, Paralegal		
<b>SIGNATURE:</b>	/cheryllfountain/		
<b>DATE SIGNED:</b>	05/11/2018		
<b>Total Attachments: 5</b>			
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CH \$90.00 5237784

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source=Articles of Merger#page3.tif  
source=Articles of Merger#page4.tif  
source=Articles of Merger#page5.tif

CORPORATE CHARTER APPROVAL SHEET

\*\* EXPEDITED SERVICE \*\*

\*\* KEEP WITH DOCUMENT \*\*

DOCUMENT CODE 11 BUSINESS CODE \_\_\_\_\_

# \_\_\_\_\_

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P A \_\_\_\_\_ Religious \_\_\_\_\_

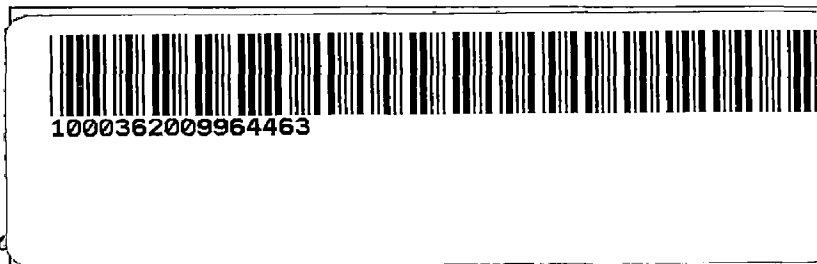
Merging (Transferor) FLI Charge International

Ltd

(D15672678)

Surviving (Transferee) FLI Charge, Inc

(a DE Corp)



Affix Barcode Label Here  
ID # D15672678 ACK # 1000362009964463  
PAGES 0005  
FLICHARGE INTERNATIONAL LTD  
  
12/28/2016 AT 10 50 A WO # 0004716018

New Name \_\_\_\_\_

FEES REMITTED

Base Fee	<u>100</u>
Org & Cap Fee	
Expedite Fee	<u>445</u>
Penalty	
State Recordation Tax	
State Transfer Tax	
<u>1</u> Certified Copies	
Copy Fee	<u>25</u>
Certificates	
Certificate of Status Fee	
Personal Property Filings	
Mail Processing Fee	
Other	

TOTAL FEES 570

Credit Card \_\_\_\_\_ Check  Cash \_\_\_\_\_

Documents on \_\_\_\_\_ Checks

Approved By \_\_\_\_\_

Keyed By \_\_\_\_\_

COMMENT(S)  
effective 12/31/16

- \_\_\_\_\_ Change of Name
- \_\_\_\_\_ Change of Principal Office
- \_\_\_\_\_ Change of Resident Agent
- \_\_\_\_\_ Change of Resident Agent Address
- \_\_\_\_\_ Resignation of Resident Agent
- \_\_\_\_\_ Designation of Resident Agent and Resident Agent's Address
- \_\_\_\_\_ Change of Business Code
- \_\_\_\_\_ Adoption of Assumed Name
- \_\_\_\_\_ Other Change(s)

**CERTIFIED COPY MADE**

Code \_\_\_\_\_

Attention \_\_\_\_\_

HARBOR CITY RESEARCH, INC  
STE 900  
201 N CHARLES ST  
BALTIMORE MD 21201-4102

CUST ID 0003499441  
WORK ORDER 0004716018  
DATE 12-28-2016 11 45 AM  
AMT PAID \$570 00

**ARTICLES OF MERGER**

**MERGING**

**FLICHARGE INTERNATONAL LTD.**  
(a Maryland corporation)

**INTO**

**FLI CHARGE, INC**  
(a Delaware corporation)

FLI Charge, Inc , a Delaware corporation (the "Surviving Corporation"), and fliCharge International Ltd , a Maryland corporation (the "Merging Corporation"), do hereby certify to the State Department of Assessments and Taxation of Maryland (the "Department") as follows

- 1 The Merging Corporation and Surviving Corporation agree that the Merging Corporation shall be merged with and in to the Surviving Corporation, and the Surviving Corporation shall continue under the name FLI Charge, Inc , as a Delaware corporation (the "Merge")
- 2 The Surviving Corporation was incorporated on December 23, 2016 under the Delaware General Corporation Law (the "DGCL") The Surviving Corporation is not registered to conduct business in the State of Maryland The Merging Corporation was incorporated on February 4, 2014 under the Maryland General Corporation Law (the "MGCL")
- 3 The registered office of the Surviving Corporation in the State of Delaware is located 1811 Silverside Road, Wilmington, Delaware 19810, New Castle County The name of its registered agent at such address is Vcorp Services, LLC The principal office address of the Surviving Corporation is located at 780 Third Avenue, 12<sup>th</sup> Floor, New York, NY 10017 The Surviving Corporation here appoints National Registered Agents, Inc of MD, 2<sup>nd</sup> Floor, 836 Park Avenue, Baltimore, MD 21201 as its Registered Agent in Maryland The principal office of the Merging Corporation in the State of Maryland is located in Baltimore County
- 4 The Merging Corporation and the Surviving Corporation own no interest in land in the State of Maryland
- 5 The Merger has been duly advised, authorized and approved by the Surviving Corporation in the manner and by the vote required by the DGCL, and the charter and bylaws of the Surviving Corporation as follows

(a) by unanimous written consent, the board of directors of the Surviving Corporation adopted resolutions approving the Merge advisable and in the best interests of the Surviving Corporation and its stockholders, and directing that the Merge be submitted for consideration by the sole stockholder of the Surviving Corporation entitled to vote thereon, and

(b) by unanimous written consent, the Merger was approved by the stockholder of the Surviving Corporation by the affirmative vote of not less than two-thirds of a votes entitled to be cast on the matter

- 6 The Merger has been duly advised, authorized and approved by the Merging Corporation in the manner and by the vote required by the Maryland General Corporation Law, and the charter and bylaws of the Merging Corporation as follows

(a) by unanimous written consent, the board of directors of the Merging Corporation adopted resolutions approving the Merger advisable and in the best interests of the Merging Corporation and its stockholders, and directing the Merger be submitted for consideration by the sole stockholder of the Merging Corporation, and

(b) by unanimous written consent, the Merger was approved by the sole stockholder of the Merging Corporation

- 7 At the Effective Time (as defined below), the charter of the Surviving Corporation, as amended, will continue unaltered as the charter of the Surviving Corporation until subsequently amended, modified or supplemented (the "Surviving Corporation Charter")
- 8 The total number of shares of all classes of stock which the Surviving Corporation has the authority to issue immediately before the merger is One Hundred Twenty Thousand (120,000) shares, consisting of One Hundred Thousand (100,000) shares of common stock, par value \$0.01 per share (the "Surviving Corporation Common Stock") and Twenty Thousand (20,000) shares of preferred stock, par value \$0.01 per share (the "Surviving Corporation Preferred Stock") The aggregate par value of all of the Surviving Corporation's authorized capital stock is \$1,200

At the Effective Time, the total number of shares of all classes of stock which the Surviving Corporation will have the authority to issue pursuant to the charter of the Surviving Corporation is One Hundred Twenty Thousand (120,000) shares, consisting of One Hundred Thousand (100,000) shares of the Surviving Corporation Common Stock and Twenty Thousand (20,000) shares of the Surviving Corporation Preferred Stock The aggregate par value of all of the Surviving Corporation's authorized capital stock will be \$1,200

- 9 The total number of all classes of stock which the Merging Corporation has authority to issue immediately before the Merger is Twenty Five Million (25,000,000) shares, consisting of Twenty Million (20,000,000) shares of common stock, par value \$0.001 per share (the "Merging Corporation Common Stock") and Five Million (5,000,000) shares of preferred stock, par value \$0.001 per share (the "Merging Corporation Preferred Stock") The aggregate par value of all of the Merging Corporation's authorized capital stock is \$25,000

- 10 At the Effective Time the Surviving Corporation shall be merged with the Merging Corporation, with Surviving Corporation as the surviving entity and, thereupon, the

Merging Corporation shall cease to exist, and the Surviving Corporation shall possess any and all purposes and powers of the Merging Corporation, and all leases, property, rights, privileges and powers of whatever nature and description of the Merging Corporation shall be transferred to, vested in and devolved upon the Surviving Corporation without further act or deed, subject to all of the debts and obligations of the Merging Corporation. Except as otherwise provided in these Articles of Merger, consummation of the Merger at the Effective Time shall have the effects set forth in Section 3-114 of the MGCL.

11 The manner and basis of converting or exchanging the issued shares of stock of the Surviving Corporation, and the manner and basis of converting or exchanging the issued shares of stock of the Merging Corporation at the Effective Time shall be as follows:

(a) Each share of the Surviving Corporation Common Stock issued and outstanding immediately prior to the Effective Time shall not be converted or otherwise affected by the Merger, and each such share shall represent one validly issued, fully paid and nonassessable share of the Surviving Corporation Common Stock.

(b) Each share of the Surviving Corporation Preferred Stock issued and outstanding immediately prior to the Effective Time shall not be converted or otherwise affected by the Merger, and each such share shall represent one validly issued, fully paid and nonassessable share of the Surviving Corporation Preferred Stock.

(c) Each share of the Merging Corporation Common Stock issued and outstanding immediately prior to the Effective Time will automatically be surrendered and cancelled, and no consideration will be delivered in exchange therefor.

(d) Each share of the Merging Corporation Preferred Stock issued and outstanding immediately prior to the Effective Time will automatically be surrendered and cancelled, and no consideration will be delivered in exchange therefor.


12 The Merger will be effective as of December 31, 2016 (the "Effective Time") upon the filing and acceptance for record of these Articles of Merger with the Department.

13 The undersigned officer of the Surviving Corporation acknowledges these Articles of Merger to be the corporate act of the Surviving Corporation and further, as to all matters or facts required to be verified under oath, such undersigned officer acknowledges that to the best of his knowledge, information and belief, such matters and facts are true in all material respects, and that this statement is made under penalties of perjury.

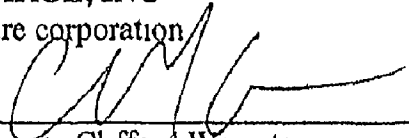
14 The undersigned officer of the Merging Corporation acknowledges these Articles of Merger to be the corporate act of the Merging Corporation and further, as to all matters or facts required to be verified under oath, such undersigned officer acknowledges that to the best of her knowledge, information and belief, such matters and facts are true in all material respects, and that this statement is made under penalties of perjury.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the undersigned as of the 23<sup>rd</sup> day of December, 2016

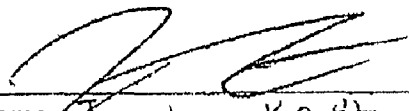
WITNESS:

  
\_\_\_\_\_  
Name: Jonathan Kraft  
Title: Counsel

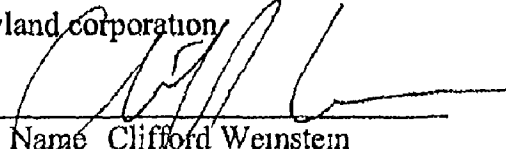
**FLI CHARGE, INC**  
a Delaware corporation

By   
\_\_\_\_\_  
Name: Clifford Weinstein  
Title: President

WITNESS:

  
\_\_\_\_\_  
Name: Jonathan Kraft  
Title: Counsel

**FLI CHARGE INTERNATIONAL LTD.**  
a Maryland corporation

By   
\_\_\_\_\_  
Name: Clifford Weinstein  
Title: President