

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM471693

|   |   |                       |                       |
|---|---|-----------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT                          |                       |                       |
| <b>NATURE OF CONVEYANCE:</b>  | MERGER                                  |                       |                       |
| <b>EFFECTIVE DATE:</b>  | 02/08/2017                              |                       |                       |
| <b>CONVEYING PARTY DATA</b>   |   |                       |                       |
| <b>Name</b>   | <b>Formerly</b>                         | <b>Execution Date</b> | <b>Entity Type</b>    |
| MSWD Merger Corp.   |   | 02/08/2017            | Corporation: DELAWARE |
| MediaSilo, Inc.   |   | 02/08/2017            | Corporation: DELAWARE |
| <b>RECEIVING PARTY DATA</b>   |   |                       |                       |
| <b>Name:</b>  | MediaSilo, Inc.                         |                       |                       |
| <b>Street Address:</b>  | 207 South Street                        |                       |                       |
| <b>City:</b>  | Boston                                  |                       |                       |
| <b>State/Country:</b>   | MASSACHUSETTS                           |                       |                       |
| <b>Postal Code:</b>   | 02111                                   |                       |                       |
| <b>Entity Type:</b>   | Corporation: DELAWARE                   |                       |                       |
| <b>PROPERTY NUMBERS Total: 4</b>  |   |                       |                       |
| <b>Property Type</b>  | <b>Number</b>                           | <b>Word Mark</b>      |                       |
| <b>Registration Number:</b>   | 5074995                                 | SAFESTREAM            |                       |
| <b>Serial Number:</b>   | 87229539                                | SHIFT                 |                       |
| <b>Serial Number:</b>   | 87474994                                | SHIFT.IO              |                       |
| <b>Serial Number:</b>   | 87474998                                | SHIFT MEDIA           |                       |
| <b>CORRESPONDENCE DATA</b>  |   |                       |                       |
| <b>Fax Number:</b>  | 9783410136                              |                       |                       |
| <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>   | (978) 341-0036                          |                       |                       |
| <b>Email:</b>   | trademarks@hbsr.com                     |                       |                       |
| <b>Correspondent Name:</b>  | Timothy J. Meagher                      |                       |                       |
| <b>Address Line 1:</b>  | Hamilton, Brook, Smith & Reynolds, P.C. |                       |                       |
| <b>Address Line 2:</b>  | 530 Virginia Road, P.O. Box 9133        |                       |                       |
| <b>Address Line 4:</b>  | Concord, MASSACHUSETTS 01742-9133       |                       |                       |
| <b>NAME OF SUBMITTER:</b>   | Timothy J. Meagher                      |                       |                       |
| <b>SIGNATURE:</b>   | /Timothy J. Meagher/                    |                       |                       |
| <b>DATE SIGNED:</b>   | 04/27/2018                              |                       |                       |

CH \$115.00 5074995

**Total Attachments: 6**

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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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MSWD MERGER CORP.", A DELAWARE CORPORATION,  
WITH AND INTO "MEDIASILO, INC." UNDER THE NAME OF  
"MEDIASILO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE ON THE EIGHTH DAY OF FEBRUARY, A.D. 2017, AT 1:12 O`CLOCK  
P.M.



4322964 8100M  
SR# 20183100531

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 horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202594966  
Date: 04-27-18

**TRADEMARK**  
**REEL: 006341 FRAME: 0638**

CERTIFICATE OF MERGER

of

MSWD MERGER CORP.  
(a Delaware corporation)

with and into

MEDIASILO, INC.  
(a Delaware corporation)

February 8, 2017

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL").

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The undersigned Delaware corporation does hereby certify that:

FIRST: The constituent corporations (the "Constituent Corporations") participating in the merger herein certified (the "Merger") are:

| <u>Name of Constituent Corporation</u> | <u>State of Incorporation</u> |
|--|-------------------------------|
| MSWD Merger Corp.                      | Delaware                      |
| MediaSilo, Inc.                        | Delaware                      |

SECOND: The Business Combination Agreement, dated as of February 8, 2017, by and among Shift Media Holdings, Inc., a Delaware corporation, MSWD Merger Corp., a Delaware corporation, MediaSilo, Inc., a Delaware corporation, I.O.W.A., LLC, a California Limited Liability Company ("WD"), and certain members of WD (the "Business Combination Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations by written consent in accordance with Section 251(c) of the DGCL.

THIRD: Pursuant to the Business Combination Agreement, MediaSilo, Inc. will continue to exist after the Merger as the surviving corporation under the name "MediaSilo, Inc." (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety as set forth on Exhibit A.

FIFTH: The executed Business Combination Agreement is on file at the office of the Surviving Corporation, the address of which is as follows:

207 South Street  
4th Floor, Boston, MA 02111  
USA

SIXTH: A copy of the Business Combination Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

SEVENTH: The Merger is to become effective at the time of filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with Section 103 of the DGCL.

*The remainder of this page is intentionally left blank.*

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be duly executed by its authorized officer as of the date first set forth above.

MediaSilo, Inc.

By: /s/ Kai Pradel

Name: Kai Pradel

Title: President

Exhibit A

RESTATED CERTIFICATE OF INCORPORATION  
OF  
MEDIASILO, INC.

ARTICLE I

The name of the corporation is MediaSilo, Inc. (the "Company").

ARTICLE II

The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time.

ARTICLE IV

The Company is authorized to issue one class of stock to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is one thousand (1,000) shares with par value of \$0.0001 per share.

ARTICLE V

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

ARTICLE VI

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

ARTICLE VII

The Company is to have perpetual existence.

ARTICLE VIII

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, a director of the Company or any subsidiary of the Company shall not be personally liable to the Company or its stockholders and shall otherwise be indemnified by the Company for monetary damages for breach of fiduciary duty as a director of the Company, any predecessor of the Company or any subsidiary of the Company.

The Company shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Company, any predecessor of the Company or any subsidiary of the Company or serves or served at any other enterprise as a director or officer at the request of the Company, any predecessor to the Company or any subsidiary of the Company.

Neither any amendment nor repeal of this Article VIII, nor the adoption of any provision of the Company's Certificate of Incorporation inconsistent with this Article VIII, shall eliminate or reduce the effect of this Article VIII, in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VIII, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

#### ARTICLE IX

Except as provided in Article VIII above, the Company 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.

\* \* \* \* \*