

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM486246

| | |
|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 07/09/2018 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|--------------------|----------|----------------|--|
| MindShift Gear LLC | | 07/09/2018 | Limited Liability Company: DELAWARE |

RECEIVING PARTY DATA

| | |
|--------------------------|--------------------------|
| Name: | Think Tank Photo, Inc. |
| Street Address: | 1105 North Dutton Avenue |
| Internal Address: | Suite C |
| City: | Santa Rosa |
| State/Country: | CALIFORNIA |
| Postal Code: | 95401 |
| Entity Type: | Corporation: CALIFORNIA |

PROPERTY NUMBERS Total: 5

| Property Type | Number | Word Mark |
|----------------------|---------|------------|
| Registration Number: | 5531741 | EXPOSURE |
| Registration Number: | 4910024 | BACKLIGHT |
| Registration Number: | 4928974 | FIRSTLIGHT |
| Registration Number: | 5095646 | MINDSHIFT |
| Registration Number: | 4434015 | MINDSHIFT |

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.

Phone: 8582591940
 Email: binderow@lawyer.com
 Correspondent Name: Lawrence H. Binderow, Attorney at Law
 Address Line 1: 1330 Camino Del Mar
 Address Line 2: Suite 250
 Address Line 4: Del Mar, CALIFORNIA 92014

| | |
|---------------------------|------------------------|
| NAME OF SUBMITTER: | Lawrence H. Binderow |
| SIGNATURE: | /Lawrence H. Binderow/ |

OP \$140.00 5531741

| | |
|---------------------|------------|
| DATE SIGNED: | 08/15/2018 |
|---------------------|------------|

Total Attachments: 8

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- source=scan0101#page5.tif
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Secretary of State
State of California

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AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement"), dated as of July 9, 2018, is made by and between Think Tank Photo, Inc. a California corporation ("Surviving Entity"), and MindShift Gear LLC, a Delaware limited liability company ("Disappearing Entity").

1. Disappearing Entity shall be merged into Surviving Entity.
2. The outstanding securities of Disappearing Entity shall be cancelled without consideration.
3. The outstanding shares of Surviving Entity shall remain outstanding and are not affected by the merger.
4. Disappearing Entity shall from time to time, as and when requested by Surviving Entity, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Agreement.

SURVIVING ENTITY:

THINK TANK PHOTO, INC.,
a California corporation

By: *Douglas A. Murdoch*
Douglas Murdoch, President and Secretary

DISAPPEARING ENTITY:

MINDSHIFT GEAR LLC,
a Delaware limited liability company

By: *Douglas A. Murdoch*
Douglas Murdoch, President and Secretary

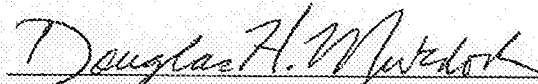
THINK TANK PHOTO, INC.
OFFICERS' CERTIFICATE OF APPROVAL OF
AGREEMENT OF MERGER

Douglas Murdoch hereby certifies that:

1. I am the President and the Secretary of Think Tank Photo, Inc., a California corporation (the "Surviving Entity").
2. The principal terms of the Agreement of Merger, in the form attached, were approved by the board of directors and shareholders of the Surviving Entity by a vote that equaled or exceeded the vote required.
3. The shareholder approval required an affirmative vote by the holders of a majority of the outstanding shares of the Surviving Entity.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 611,000 shares of Common Stock.

The undersigned further declares under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of his own knowledge.

Date: July 9, 2018


Douglas Murdoch, President and Secretary

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State of California Secretary of State

Certificate of Merger

(California Corporations Code sections 1113(g), 3203(g), 6019.1, 8019.1, 9640, 12540.1, 15911.14, 16915(b) and 17710.14)

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

| 1. NAME OF SURVIVING ENTITY Think Tank Photo, Inc. | 2. TYPE OF ENTITY corporation | 3. CA SECRETARY OF STATE FILE NUMBER 2720327 | 4. JURISDICTION California | | | | | | | | | | | | | | | |
|---|--|---|-------------------------------|--------------------------|-----------------------------|--|-----|--|--|------------------|-----|--------------------------|-----------------------|--|------|-----------------------|--|---------------------------------------|
| 5. NAME OF DISAPPEARING ENTITY MindShift Gear, LLC | 6. TYPE OF ENTITY limited liability company | 7. CA SECRETARY OF STATE FILE NUMBER 201229910447 | 8. JURISDICTION Delaware | | | | | | | | | | | | | | | |
| 9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. (IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NEEDED.) | | | | | | | | | | | | | | | | | | |
| SURVIVING ENTITY <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>611,000 shares common stock</td> <td></td> <td>N/A</td> </tr> </tbody> </table> | | CLASS AND NUMBER | AND | PERCENTAGE VOTE REQUIRED | 611,000 shares common stock | | N/A | DISAPPEARING ENTITY <table border="1"> <thead> <tr> <th>CLASS AND NUMBER</th> <th>AND</th> <th>PERCENTAGE VOTE REQUIRED</th> </tr> </thead> <tbody> <tr> <td>820,000 Class A Units</td> <td></td> <td>100%</td> </tr> <tr> <td>180,000 Class B Units</td> <td></td> <td>N/A (See Item 9B in Attachment No. 1)</td> </tr> </tbody> </table> | | CLASS AND NUMBER | AND | PERCENTAGE VOTE REQUIRED | 820,000 Class A Units | | 100% | 180,000 Class B Units | | N/A (See Item 9B in Attachment No. 1) |
| CLASS AND NUMBER | AND | PERCENTAGE VOTE REQUIRED | | | | | | | | | | | | | | | | |
| 611,000 shares common stock | | N/A | | | | | | | | | | | | | | | | |
| CLASS AND NUMBER | AND | PERCENTAGE VOTE REQUIRED | | | | | | | | | | | | | | | | |
| 820,000 Class A Units | | 100% | | | | | | | | | | | | | | | | |
| 180,000 Class B Units | | N/A (See Item 9B in Attachment No. 1) | | | | | | | | | | | | | | | | |
| 10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT. <input type="checkbox"/> No vote of the shareholders of the parent party was required. <input type="checkbox"/> The required vote of the shareholders of the parent party was obtained. | | | | | | | | | | | | | | | | | | |
| 11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY. N/A | | | | | | | | | | | | | | | | | | |
| 12. IF A DISAPPEARING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, AND THE SURVIVING ENTITY IS NOT A DOMESTIC ENTITY OF THE SAME TYPE, ENTER THE PRINCIPAL ADDRESS OF THE SURVIVING ENTITY. PRINCIPAL ADDRESS OF SURVIVING ENTITY CITY AND STATE ZIP CODE N/A | | | | | | | | | | | | | | | | | | |
| 13. OTHER INFORMATION REQUIRED TO BE STATED IN THE CERTIFICATE OF MERGER BY THE LAWS UNDER WHICH EACH CONSTITUENT OTHER BUSINESS ENTITY IS ORGANIZED. ATTACH ADDITIONAL PAGES, IF NECESSARY. N/A | | | | | | | | | | | | | | | | | | |
| 14. STATUTORY OR OTHER BASIS UNDER WHICH A FOREIGN OTHER BUSINESS ENTITY IS AUTHORIZED TO EFFECT THE MERGER. Title 6, Section 18-209 of the Delaware Limited Liability Company Act | | 15. FUTURE EFFECTIVE DATE, IF ANY ____ (Month) ____ (Day) ____ (Year) | | | | | | | | | | | | | | | | |
| 16. ADDITIONAL INFORMATION SET FORTH ON ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE PART OF THIS CERTIFICATE. | | | | | | | | | | | | | | | | | | |
| 17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED. | | | | | | | | | | | | | | | | | | |
| SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY | | July 9, 2018 DATE | | | | | | | | | | | | | | | | |
| SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY | | Douglas Murdoch, President and the Secretary TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON | | | | | | | | | | | | | | | | |
| SIGNATURE OF AUTHORIZED PERSON FOR THE SURVIVING ENTITY | | July 9, 2018 DATE | | | | | | | | | | | | | | | | |
| SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY | | Douglas Murdoch, Manager TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON | | | | | | | | | | | | | | | | |
| SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY | | DATE | | | | | | | | | | | | | | | | |
| SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY | | TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON | | | | | | | | | | | | | | | | |
| For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing: N/A | | | | | | | | | | | | | | | | | | |

CERTIFICATE OF MERGER**Attachment No. 1****Surviving Entity: Think Tank Photo, Inc. (CA SOS # 2720327)****Disappearing Entity: MindShift Gear, LLC (CA SOS # 201229910447)**

Item 9A. The principal terms of the Agreement of Merger did not require approval by the shareholders of the surviving entity, in accordance with Section 1201(b) of the California Corporations Code. No equity securities of the surviving corporation were issued in the reorganization, so its shareholders immediately before the reorganization own (immediately after the reorganization) equity securities of the surviving corporation possessing more than five-sixths of the voting power of the surviving corporation. For the avoidance of doubt, the principal terms of the Agreement of Merger was approved by unanimous written consent of the board of directors of the surviving corporation.

Item 9B. The principal terms of the Agreement of Merger did not require approval by the holders of Class B Units of the disappearing entity, but only of the holders of Class A Units of the disappearing entity. Notwithstanding, the principal terms of the Agreement of Merger was approved by all of the holders of both Class A Units and Class B Units of the disappearing entity. For the avoidance of doubt, the principal terms of the Agreement of Merger was approved by unanimous written consent of the managers of the disappearing entity.



I hereby certify that the foregoing transcript of _____ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUL 19 2018

Date: _____

ALEX PADILLA, Secretary of State

TRADEMARK

REEL: 006425 FRAME: 0799

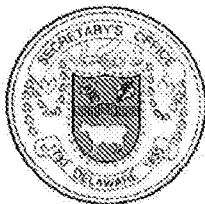
Delaware

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:

"MINDSHIFT GEAR LLC", A DELAWARE LIMITED LIABILITY COMPANY, WITH AND INTO "THINK TANK PHOTO, INC." UNDER THE NAME OF "THINK TANK PHOTO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE ON THE NINTH DAY OF JULY, A.D. 2018, AT 3:27 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6967556 8100M
SR# 20185564374

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

Authentication: 203034873
Date: 07-10-18

TRADEMARK
REEL: 006425 FRAME: 0800

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY INTO
A FOREIGN CORPORATION**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Corporation is Think Tank Photo, Inc.
_____, a Foreign Corporation.

Second: The jurisdiction in which this Corporation was formed is California.

Third: The name of the Limited Liability Company being merged into the Corporation is MindShift Gear LLC, a Delaware Limited Liability Company.

Fourth: The agreement of merger or consolidation has been approved and executed by each of the business entities which is to merge or consolidate.

Fifth: The name of the surviving foreign Corporation is Think Tank Photo, Inc.
_____.

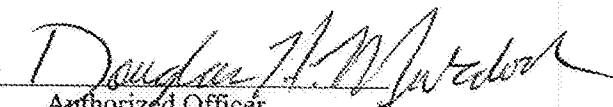
Sixth: An agreement of merger or consolidation is on file at a place of business of the surviving foreign Corporation and the address thereof is 1105 North Dutton, Avenue, Suite C, Santa Rosa, CA 95401.

Seventh: A copy of the agreement of merger or consolidation will be furnished by the surviving foreign corporation, on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge or consolidate.

Eighth: The surviving foreign Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge or consolidate, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is

1105 North Dutton Avenue, Suite C, Santa Rosa, CA 95401

IN WITNESS WHEREOF, said Foreign Corporation has caused this certificate to be signed by its authorized officer, this 9th day of July, A.D., 2018.

By: 
Authorized Officer

Name: Douglas Murdoch, President
Print or type