

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM491925

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	01/01/2018		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
ADVICE COMPANY		01/01/2018	Corporation: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	ADVICECO VENTURES COMPANY		
<b>Doing Business As:</b>	ADVICE COMPANY		
<b>Street Address:</b>	2330 Marinship Way, Suite 120		
<b>City:</b>	Sausalito		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94965		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3190404	EXPERT PAGES	
<b>Registration Number:</b>	4215790	ATTORNEYPAGES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2157359305		
<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>	2157359302		
<b>Email:</b>	Trademarks@thebellesgroup.com		
<b>Correspondent Name:</b>	Belles Katz LLC		
<b>Address Line 1:</b>	337 S. 18th Street		
<b>Address Line 4:</b>	Philadelphia, PENNSYLVANIA 19103		
<b>ATTORNEY DOCKET NUMBER:</b>	ADV-TM-GEN		
<b>NAME OF SUBMITTER:</b>	Laura C. Forrest		
<b>SIGNATURE:</b>	/lauracforrest/		
<b>DATE SIGNED:</b>	09/28/2018		
<b>Total Attachments: 6</b>			
source=Certificate of Merger#page 1.tif			

OP \$65.00 3190404

source=Certificate of Merger#page2.tif

source=Certificate of Merger#page3.tif

source=Certificate of Merger#page4.tif

source=Certificate of Merger#page5.tif

source=Certificate of Merger#page6.tif

# 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:

"ADVICE COMPANY", A CALIFORNIA CORPORATION,

WITH AND INTO "ADVICECO VENTURES COMPANY" UNDER THE NAME OF "ADVICE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2017, AT 2:26 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2018 AT 12 O`CLOCK A.M.



  
JEFFREY W. BULLOCK, Secretary of State

5703849 8100M  
SR# 20180182066

Authentication: 201952341  
Date: 01-10-18

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

**TRADEMARK**  
**REEL: 006446 FRAME: 0252**

STATE OF DELAWARE  
CERTIFICATE OF MERGER OF FOREIGN CORPORATION INTO A DOMESTIC  
CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation, which was originally incorporated in Delaware on March 4, 2015 under the name "AdviceCo Ventures Company" shall, as provided in the accompanying Restated Certificate of Incorporation, be changed to "Advice Company" which shall be a Delaware corporation, and the name of the corporation being merged into this surviving corporation is a California corporation currently named "Advice Company".

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The Certificate of Incorporation of the surviving Delaware corporation shall be amended and restated as set forth in the attached Restated Certificate of Incorporation.

FOURTH: The authorized stock of the non-Delaware corporation is 7 million shares, of which 5 million are Common shares and 2 million are preferred shares. A total of 1,829,046 common shares and zero preferred shares of the merging corporation are outstanding, and an identical number of common shares of the surviving corporation are outstanding. As each shareholder of both the merging and surviving corporations owns the exact same number of shares in each entity (the disappearing and the surviving corporation), the merger does not make any change in the ownership interests of any shareholder. At the conclusion of the merger, each issued and outstanding share of both the merging and surviving corporations shall become just one share of the surviving corporation.

FIFTH: The merger is to become effective as of 12:00:01 AM on January 1, 2018.

SIXTH: The Agreement of Merger is on file at Suite 120, 2330 Marinship Way, Sausalito, California 94965, the principal office of both the disappearing and the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 27<sup>th</sup> day of December, 2017.

AdviceCo Ventures Company

By: 

Gerry H. Goldsholle

Executive Chairman and Authorized Officer

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
ADVICE COMPANY**

FIRST: The name of the Corporation is ADVICE COMPANY. The Corporation was originally incorporated in Delaware as ADVICECO VENTURES COMPANY on March 4, 2015.

SECOND: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. Without limitation of the foregoing, a specific purpose of the Corporation shall be to serve as a leading provider of information and advice through the Internet and other means of communication.

THIRD: The total number of shares of stock which the Corporation is authorized to issue is three million (3,000,000) Common Shares having a par value of one cent (\$0.01) per share.

FOURTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In furtherance and not in limitation of the powers conferred by the laws of Delaware, the Board of Directors is also authorized to make, amend and/or repeal the bylaws. The directors need not be elected by ballot unless required by the bylaws of the Corporation.

FIFTH: To the fullest extent permitted by the Delaware General Corporation Law, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The Corporation is also authorized to provide indemnification of its directors, officers and/or agents for breach of duty to the Corporation and its shareholders, subject only to such limits as may apply pursuant to applicable law.

SIXTH: This Corporation shall be perpetual unless otherwise decided by a majority of the Board of Directors. The Corporation reserves the right to amend or repeal any provision in this Restated Certificate of Incorporation in the manner prescribed by the laws of Delaware.

SEVENTH: The registered office of the Corporation in the State of Delaware is located at 16192 Costal Highway, Lewes, Delaware 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

# 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:

"ADVICE COMPANY", A CALIFORNIA CORPORATION,

WITH AND INTO "ADVICECO VENTURES COMPANY" UNDER THE NAME OF "ADVICE COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2017, AT 2:26 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2018 AT 12 O`CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

5703849 8100M  
SR# 20180182066

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

Authentication: 201952342  
Date: 01-10-18

**TRADEMARK**  
**REEL: 006446 FRAME: 0255**

STATE OF DELAWARE  
CERTIFICATE OF MERGER OF FOREIGN CORPORATION INTO A DOMESTIC  
CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation, which was originally incorporated in Delaware on March 4, 2015 under the name "AdviceCo Ventures Company" shall, as provided in the accompanying Restated Certificate of Incorporation, be changed to "Advice Company" which shall be a Delaware corporation, and the name of the corporation being merged into this surviving corporation is a California corporation currently named "Advice Company".

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The Certificate of Incorporation of the surviving Delaware corporation shall be amended and restated as set forth in the attached Restated Certificate of Incorporation.

FOURTH: The authorized stock of the non-Delaware corporation is 7 million shares, of which 5 million are Common shares and 2 million are preferred shares. A total of 1,829,046 common shares and zero preferred shares of the merging corporation are outstanding, and an identical number of common shares of the surviving corporation are outstanding. As each shareholder of both the merging and surviving corporations owns the exact same number of shares in each entity (the disappearing and the surviving corporation), the merger does not make any change in the ownership interests of any shareholder. At the conclusion of the merger, each issued and outstanding share of both the merging and surviving corporations shall become just one share of the surviving corporation.

FIFTH: The merger is to become effective as of 12:00:01 AM on January 1, 2018.

SIXTH: The Agreement of Merger is on file at Suite 120, 2330 Marinship Way, Sausalito, California 94965, the principal office of both the disappearing and the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 27<sup>th</sup> day of December, 2017.

AdviceCo Ventures Company

By: 

Gerry H. Goldsholle

Executive Chairman and Authorized Officer

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
ADVICE COMPANY**

FIRST: The name of the Corporation is ADVICE COMPANY. The Corporation was originally incorporated in Delaware as ADVICECO VENTURES COMPANY on March 4, 2015.

SECOND: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. Without limitation of the foregoing, a specific purpose of the Corporation shall be to serve as a leading provider of information and advice through the Internet and other means of communication.

THIRD: The total number of shares of stock which the Corporation is authorized to issue is three million (3,000,000) Common Shares having a par value of one cent (\$0.01) per share.

FOURTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In furtherance and not in limitation of the powers conferred by the laws of Delaware, the Board of Directors is also authorized to make, amend and/or repeal the bylaws. The directors need not be elected by ballot unless required by the bylaws of the Corporation.

FIFTH: To the fullest extent permitted by the Delaware General Corporation Law, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The Corporation is also authorized to provide indemnification of its directors, officers and/or agents for breach of duty to the Corporation and its shareholders, subject only to such limits as may apply pursuant to applicable law.

SIXTH: This Corporation shall be perpetual unless otherwise decided by a majority of the Board of Directors. The Corporation reserves the right to amend or repeal any provision in this Restated Certificate of Incorporation in the manner prescribed by the laws of Delaware.

SEVENTH: The registered office of the Corporation in the State of Delaware is located at 16192 Costal Highway, Lewes, Delaware 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.