

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM508939

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/29/2018		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Minute Key Inc.		12/28/2018	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Minute Key Holdings Inc.		
<b>Street Address:</b>	4760 Walnut Street, Suite 105		
<b>City:</b>	Boulder		
<b>State/Country:</b>	COLORADO		
<b>Postal Code:</b>	80301		
<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>	3797899	MINUTEKEY	
<b>Registration Number:</b>	3819936	MINUTEKEY	
<b>Registration Number:</b>	4657950	KEYS IN 1 MINUTE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9374436635		
<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>	(513) 352-6719		
<b>Email:</b>	dawn.schneider@thompsonhine.com		
<b>Correspondent Name:</b>	Michael J. Nieberding		
<b>Address Line 1:</b>	Austin Landing 1		
<b>Address Line 2:</b>	10050 Innovation Drive, Suite 400		
<b>Address Line 4:</b>	Dayton, OHIO 45342-4934		
<b>NAME OF SUBMITTER:</b>	Michael J. Nieberding		
<b>SIGNATURE:</b>	/Michael J. Nieberding/		
<b>DATE SIGNED:</b>	02/06/2019		
<b>Total Attachments: 5</b>			
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# Delaware

The First State

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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:

"MINUTE KEY INC.", A DELAWARE CORPORATION,  
WITH AND INTO "MINUTE KEY HOLDINGS INC." UNDER THE NAME OF "MINUTE KEY HOLDINGS INC.", 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. 2018, AT 11:22 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2018 AT 8 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

6649302 8100M  
SR# 20188403921

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

Authentication: 204193350  
Date: 12-28-18

TRADEMARK  
REEL: 006552 FRAME: 0246

STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP AND MERGER

MINUTE KEY INC.

WITH AND INTO

MINUTE KEY HOLDINGS INC.

DECEMBER 28, 2018

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the “DGCL”), the undersigned company, Minute Key Holdings Inc., a corporation duly organized and existing under the laws of the State of Delaware (the “Corporation”), does hereby certify the following information relating to the merger (the “Merger”) of the Minute Key Inc., a Delaware corporation (“Minute Key”), with and into the Corporation:

**FIRST:** The name and state of incorporation of the constituent entities to the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Minute Key Inc.	Delaware
Minute Key Holdings Inc.	Delaware

**SECOND:** The Corporation owns 100% of the outstanding shares of the capital stock of Minute Key, a corporation incorporated on December 19, 2008, pursuant to the provisions of the DGCL.

**THIRD:** The Corporation will continue as the entity surviving the Merger (the “Surviving Entity”) and the name of the Surviving Entity shall remain the same.

**FOURTH:** This certificate of ownership and merger shall become effective as of 8:00 a.m. Eastern Time on the 29<sup>th</sup> day of December, 2018 (the “Effective Time”).

**FIFTH:** At the Effective Time, the certificate of incorporation of the Surviving Entity shall be the certificate of incorporation of the Corporation as in effect immediately prior to the Effective Time, until thereafter amended as provided therein and under the DGCL.

**SIXTH:** That on the 28<sup>th</sup> day of December, 2018, the Corporation, by a resolution of its board of directors, duly adopted by unanimous written consent in lieu of a special meeting, determined to and did approve the merger of Minute Key into the Corporation and have adopted the following resolutions:

WHEREAS, the Corporation lawfully owns 100% of the outstanding stock of Minute Key Inc. ("Minute Key"), a corporation organized and existing under the laws of Delaware;

WHEREAS, Minute Key desires to merge with and into the Corporation, and for the Corporation to be possessed of all the estate, property, rights, privileges and franchises of the Corporation (the "Merger"), effective as of 8:00 am Eastern Time December 29, 2018 (the "Effective Time");

WHEREAS, in connection with the Merger, the Corporation is required to file, pursuant to Section 253 of the DGCL, a certificate of ownership and merger (the "Certificate of Merger"); and

WHEREAS, the Board deems the execution and filing of the Certificate of Merger and effectuation of the transactions contemplated thereby to be advisable and in the best interests of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the Board has determined that the Merger and the execution and filing of the Certificate of Merger to be advisable, fair to and in the best interests of the Corporation; and

FURTHER RESOLVED, that Minute Key be merged with and into the Corporation pursuant to Section 253 of the DGCL, so that the separate existence of the Minute Key shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving entity; and

FURTHER RESOLVED, that the name of the surviving corporation of the Merger shall remain "Minute Key Holdings Inc."; and

FURTHER RESOLVED, that upon the Effective time, each share of capital stock of Minute Key issued and outstanding immediately prior to the Effective Time shall no longer be outstanding and shall automatically be cancelled and retire and shall cease to exist; and

FURTHER RESOLVED, that Certificate of Merger and the transactions contemplated thereby be, and hereby are, approved, adopted and authorized in all respects, and each officer of the Corporation (each, a "Authorized Officer" and together, the "Authorized Officers") be, and each of them individually hereby is, authorized, empowered and directed to execute and file the Certificate of Merger, in substantially the form presented to the Board, with such changes therein as the Authorized Officer executing the same shall approve, the signature of such Authorized Officer thereon to be conclusive evidence of the approval of such changes; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized, empowered and directed, in the name and on behalf of the Corporation, to execute and deliver any and all such agreements, consents, instruments, term sheets or documents, as in each case such Authorized Officers may, in their sole discretion, deem

necessary or desirable to effectuate and to consummate the transactions contemplated in the Certificate of Ownership, the necessity or desirability of each such agreement, consent, instrument, term sheet or document to be conclusively established by the execution and delivery thereof by such Authorized Officers.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by an authorized officer, the 28th day of December, 2018.

MINUTE KEY HOLDINGS, INC.

By: 

Name: Gregory J. Gluchowski, Jr.

Title: President and CEO

*{Certificate of Ownership and Merger}*