

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM524167

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Futures in Education, Inc.		05/10/2019	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	FUTURES IN EDUCATION, INC.		
Street Address:	2601 Main Street, Suite 1250		
City:	Irvine		
State/Country:	CALIFORNIA		
Postal Code:	92614		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	87953171	FUTURES ACADEMY	
Registration Number:	5684336	SCHOOL REIMAGINED	
Serial Number:	87953196		
Serial Number:	78294948	FUTURES	
CORRESPONDENCE DATA			
Fax Number:	2123553333		
<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>			
Phone:	2128138800		
Email:	SAllirampersad@goodwinlaw.com		
Correspondent Name:	GOODWIN PROCTER LLP		
Address Line 1:	620 Eighth Avenue		
Address Line 4:	New York, NEW YORK 10018		
ATTORNEY DOCKET NUMBER:	137632-269529		
NAME OF SUBMITTER:	Shaleena Alli-Rampersad/Paralegal		
SIGNATURE:	/Shaleena Alli-Rampersad/		
DATE SIGNED:	05/17/2019		
Total Attachments: 5			
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OP \$115.00 87953171

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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 RESTATED CERTIFICATE OF "FUTURES IN EDUCATION, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF MAY, A.D. 2019, AT 2:55 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

4896255 8100
SR# 20193762434

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

Authentication: 202804263
Date: 05-10-19

TRADEMARK
REEL: 006648 FRAME: 0570

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF**

FUTURES IN EDUCATION, INC.

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Futures in Education, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is Futures in Education, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on November 9, 2010 under the name FIE Acquisition Corp., as amended thereafter pursuant to an Amended and Restated Certificate of Incorporation, dated as of November 22, 2010.
2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Amended and Restated Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

FIRST: The name of this corporation is hereby Futures in Education, Inc. (the "**Corporation**").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801, and its registered agent at such address is: The Corporation Trust Company.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH: At the time this Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware (the "**Effective Time**"):

A. Each share of Common Stock of the Corporation, par value \$0.00001 per share, and Preferred Stock, par value \$0.00001 per share, outstanding immediately prior to the Effective Time, shall, without any action on the part of the holder thereof, be automatically reclassified, changed, and converted into 0.00010972 shares of Common Stock (the "**Reclassification**"). The total number of shares of Common Stock issued in the Reclassification shall be rounded up to the nearest whole share.

C. The total number of all classes of stock which this corporation is authorized to issue is One Hundred (100) shares of Common Stock, par value \$0.00001 per share (“**Common Stock**”).

FIFTH: Subject to any additional vote required by the Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

SIXTH: Subject to any additional vote required by the Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

SEVENTH: Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

NINTH: To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article Ninth to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended. Any repeal or modification of the foregoing provisions of this Article Ninth by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

TENTH: To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which the General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law. Any amendment, repeal or modification of the foregoing provisions of this Article Tenth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

ELEVENTH: The Corporation renounces any interest or expectancy of the Corporation in, or in being offered an opportunity to participate in, any Excluded Opportunity. An “**Excluded Opportunity**” is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of, (i) any director of the Corporation who is not an employee of the Corporation or any of its subsidiaries, or (ii) any holder of Common Stock or any partner, member, director, stockholder, employee or agent of any such holder, other

than someone who is an employee of the Corporation or any of its subsidiaries (collectively, “**Covered Persons**”), unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a Covered Person expressly and solely in such Covered Person's capacity as a director of the Corporation.

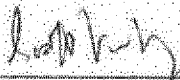
TWELFTH: In connection with repurchases by the Corporation of its Common Stock from employees, officers, directors, advisors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the option to repurchase such shares at cost upon the occurrence of certain events, such as the termination of employment, Sections 502 and 503 of the California Corporations Code shall not apply in all or in part with respect to such repurchases.

3. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.
4. That this Second Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation's Amended and Restated Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

[Remainder of page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, the undersigned has caused this Second Amended and Restated Certificate of Incorporation to be executed by its duly authorized officer this 10th day of May, 2019.

FUTURES IN EDUCATION, INC.

By: 
Name: Scott VanHoy
Title: President