

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM528460

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	06/19/2019		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
B601 V2 Inc.		06/19/2019	Corporation: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Project Kmaut Merger Sub, Inc.	06/19/2019	Corporation: DELAWARE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Validately, Inc.		
Street Address:	10 Almaden Blvd., #250		
City:	San Jose		
State/Country:	CALIFORNIA		
Postal Code:	95113		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	4707447	VALIDATELY	
Registration Number:	4273024	IRRIVE	
Registration Number:	4399934	PRODTHINK	
CORRESPONDENCE DATA			
Fax Number:	2132897727		
<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:	2134262623		
Email:	meason@goodwinlaw.com		
Correspondent Name:	Michele Eason/Goodwin Procter LLP		
Address Line 1:	601 S Figueroa St 41st Floor		
Address Line 4:	Los Angeles, CALIFORNIA 90017		
NAME OF SUBMITTER:	Michele A. Eason		
SIGNATURE:	/s/ Michele A. Eason		

OP \$90.00 4707447

DATE SIGNED:	06/19/2019
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Total Attachments: 8

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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:

"PROJECT KMAUT MERGER SUB, INC.", A DELAWARE CORPORATION, WITH AND INTO "B601 V2 INC." UNDER THE NAME OF "VALIDATELY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE NINETEENTH DAY OF JUNE, A.D. 2019, AT 2:43 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

4920240 8100M
SR# 20195537714

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

Authentication: 203058146
Date: 06-19-19

TRADEMARK
REEL: 006674 FRAME: 0071

CERTIFICATE OF MERGER

MERGING

PROJECT KMAUT MERGER SUB, INC.
(a Delaware corporation)

WITH AND INTO

B601 V2 INC.
(a Delaware corporation)

**PURSUANT TO SECTION 251 OF THE GENERAL
CORPORATION LAW OF THE STATE OF DELAWARE**

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the “DGCL”), B601 V2 Inc., a Delaware corporation (the “Company”), hereby certifies the following information relating to the merger of Project Kmaut Merger Sub, Inc., a Delaware corporation (“Merger Sub”), with and into the Company (the “Merger”):

FIRST: The name and state of incorporation of each of the constituent corporations in the Merger are as follows:

<u>Name of Entity</u>	<u>State</u>
B601 V2 Inc.	Delaware
Project Kmaut Merger Sub, Inc.	Delaware

SECOND: The Agreement and Plan of Merger, dated as of June 19, 2019, by and among UserZoom Technologies, Inc., a Delaware corporation (the “Parent”), Merger Sub, which is a wholly owned subsidiary of the Parent, the Company, and Fortis Advisors LLC, as representative of the securityholders of the Company (the “Merger Agreement”), setting forth the terms and conditions of the Merger, has been approved, adopted, executed, and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL (and with respect to Merger Sub, by written consent of its sole stockholder, and with respect to the Company, by written consent of its stockholders in lieu of meeting, in accordance with Section 228 of the DGCL).

THIRD: The name of the surviving corporation (the “Surviving Corporation”) in the Merger shall be Validately, Inc.

FOURTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: The certificate of incorporation of the Company at the effective time of the Merger shall be amended and restated in its entirety as set forth in Exhibit A attached hereto, and

as such, shall constitute the certificate of incorporation of the Surviving Corporation until thereafter amended and changed pursuant to the provisions of the DGCL.

SIXTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation located at 32 West 39th Street, New York, NY 10018.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the constituent corporations.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be executed by its duly authorized officer this 19th day of June, 2019.

B601 V2 INC.

By: /s/ Steven Cohn
Name: Steven Cohn
Title: Chief Executive Officer

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VALIDATELY, INC.

ARTICLE I.

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

ARTICLE II.

The address of the Company's registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the 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 General Corporation Law of the State of Delaware (the "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 that this Company is authorized to issue is one thousand (1,000), par value \$0.001 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.

ARTICLE VI.

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

ARTICLE VII.

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The Company's books may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors of the Company or in the Bylaws.

ARTICLE VIII.

To the fullest extent permitted by the General Corporation Law, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

The Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by the General Corporation Law, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim accruing or arising or that, but for this Article, 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.

ARTICLE X.

To the extent permitted by the General Corporation Law and applicable law, the Company renounces any expectancy that a Covered Person offer the Company an opportunity to participate in a Specified Opportunity and waives any claim that the Specified Opportunity constitutes a corporate opportunity that should have been presented by the Covered Person to the Company. No Fund shall have any duty to refrain from engaging directly or indirectly in any business activities or lines of business. In the event that a Fund acquires knowledge of a Specified Opportunity, neither the Company nor any of its subsidiaries shall have any expectancy in such Specified Opportunity, and no Fund shall have any duty to communicate or offer such Specified Opportunity to the Company or any of its subsidiaries and may pursue or acquire such Specified Opportunity for itself or direct such Specified Opportunity to another person. A "Covered Person" is any member of the Board (who is not an employee of the Company or any of its subsidiaries) who is a partner, member, agent, affiliate or employee of a Fund. A "Specified Opportunity" is any transaction or other matter that is presented to the Covered Person in his or her capacity as a partner, member, agent, affiliate or employee of a Fund (and other than in connection with his or her service as a member of the Board) that may be an opportunity of interest for both the Company and the Fund. A "Fund" is an entity that is a holder of Common Stock and that is primarily in the business of investing in other entities, or an entity that manages such an entity.

ARTICLE XI.

Unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Company, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Company to the Company or the Company's stockholders, (iii) any action asserting a claim against the Company, its directors, officers or employees arising pursuant to any provision of the General Corporation Law or the Company's certificate of incorporation or bylaws or (iv) any action asserting a claim against the Company, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claim as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested in the exclusive jurisdiction of a court or forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction. If any provision or provisions of this Article XI shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of this Article XI (including, without limitation, each portion of any sentence of this Article XI containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.