

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM534022

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Asteri Networks, LLC		03/06/2019	Limited Liability Company: LOUISIANA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Asteri Networks, Inc.		
<b>Street Address:</b>	333 Market Street		
<b>City:</b>	Shreveport		
<b>State/Country:</b>	LOUISIANA		
<b>Postal Code:</b>	71101		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	74635666	P PRIMA	
<b>Serial Number:</b>	75655499	P PRIMA GAMES	
<b>Serial Number:</b>	75738624	PRIMA GAMES	
<b>Registration Number:</b>	5725836	ASTERI NETWORKS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
	<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>	318 2165708		
<b>Email:</b>	mjd@asteri.io		
<b>Correspondent Name:</b>	Asteri Networks		
<b>Address Line 1:</b>	333 Market Street		
<b>Address Line 4:</b>	Shreveport, LOUISIANA 71101		
<b>NAME OF SUBMITTER:</b>	Mark J. Davis		
<b>SIGNATURE:</b>	/Mark J. Davis/		
<b>DATE SIGNED:</b>	07/29/2019		
<b>Total Attachments: 22</b>			
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**ASTERI NETWORKS, INC.**

**CONVERSION DOCUMENTS**

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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 CONVERSION OF A LOUISIANA LIMITED LIABILITY COMPANY UNDER THE NAME OF "ASTERI NETWORKS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ASTERI NETWORKS, LLC" TO "ASTERI NETWORKS, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2019, AT 12:48 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

7311433 8100F  
SR# 20191788139

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

Authentication: 202384166  
Date: 03-06-19

**TRADEMARK**  
**REEL: 006705 FRAME: 0505**

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW**

1. The jurisdiction where the Limited Liability Company first formed is Louisiana.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the Limited Liability Company first formed is June 6, 2017.
4. The name of the Limited Liability Company immediately prior to filing this Certificate is Asteri Networks, LLC.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Asteri Networks, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on March 6, 2019.

By: /s/ Steve Gray  
Name: Steve Gray  
Title: Chief Executive Officer

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "ASTERI NETWORKS, INC." FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2019, AT 12:48 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

7311433 8100F  
SR# 20191788139

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

Authentication: 202384166  
Date: 03-06-19

**TRADEMARK**  
**REEL: 006705 FRAME: 0507**

**CERTIFICATE OF INCORPORATION**

**OF**

**ASTERI NETWORKS, INC.**

The undersigned, a natural person (the "*Sole Incorporator*"), for the purpose of organizing a corporation to conduct the business and promote the purposes hereinafter stated, under the provisions and subject to the requirements of the laws of the State of Delaware hereby certifies that:

**I.**

The name of this corporation is Asteri Networks, Inc.

**II.**

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

**III.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law ("*DGCL*").

**IV.**

This corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares which the corporation is authorized to issue is 55,000,000. 50,000,000 shares will be Common Stock, each having a par value of \$0.0001. 5,000,000 shares will be Preferred Stock, each having a par value of \$0.001.

The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby expressly authorized to provide for the issue of all of any of the remaining shares of the Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as will be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such shares and as may be permitted by the DGCL. The Board of Directors is also expressly authorized to increase or decrease the number of shares of any series subsequent to the issuance of shares of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series will be decreased in accordance with the foregoing sentence, the shares constituting such decrease will resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

**V.**

**A. Management by Board of Directors.** The management of the business and the conduct of the affairs of the corporation will be vested in its Board of Directors. The number of directors which will constitute the whole Board of Directors will be fixed by the Board of Directors in the manner

provided in the Bylaws. Unless and except to the extent that the bylaws of the corporation so require the election of directors of the corporation need not be by written ballot.

**B. No Cumulative Voting.** No person entitled to vote at an election for directors may cumulate votes to which such person is entitled unless required by applicable law at the time of such election. During such time or times that applicable law requires cumulative voting, every stockholder entitled to vote at an election for directors may cumulate such stockholder's votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which such stockholder's shares are otherwise entitled, or distribute the stockholder's votes on the same principle among as many candidates as such stockholder desires. No stockholder, however, will be entitled to so cumulate such stockholder's votes unless (1) the names of such candidate or candidates have been placed in nomination prior to the voting and (2) the stockholder has given notice at the meeting, prior to the voting, of such stockholder's intention to cumulate such stockholder's votes. If any stockholder has given proper notice to cumulate votes, all stockholders may cumulate their votes for any candidates who have been properly placed in nomination. Under cumulative voting, the candidates receiving the highest number of votes, up to the number of directors to be elected, are elected.

**C. Removal.** Subject to any limitations imposed by applicable law, the Board of Directors or any director may be removed from office at any time, with or without cause, by the affirmative vote of the holders of a majority of the voting power of all then-outstanding shares of capital stock of the corporation entitled to vote generally at an election of directors.

**D. Empowerment Regarding Bylaws.** The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the corporation. The stockholders will also have power to adopt, amend or repeal the Bylaws of the corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the corporation required by law or by this Certificate of Incorporation, such action by stockholders will require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the corporation entitled to vote generally in the election of directors, voting together as a single class.

## VI.

**A. Liability of Directors Limited.** The liability of the directors for monetary damages for breach of fiduciary duty as a director is eliminated to the fullest extent under applicable law.

**B. Indemnification Authorized.** 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 applicable 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 such applicable law. If applicable law is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the corporation will be eliminated or limited to the fullest extent permitted by applicable law as so amended.

**C. Limitation on Repeal of Article VI.** Any repeal or modification of this Article VI is only prospective and does not affect the rights or protections or increase the liability of any officer or director under this Article VI in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification.

## VII.



The corporation 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 the stockholders herein are granted subject to this reservation.

#### VIII.

The name and the mailing address of the Sole Incorporator is:

Marcus L. Morton  
5731 Lovers Lane  
Shreveport, La 71105

#### IX.

Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware will 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 corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's stockholders, (iii) any action asserting a claim against the corporation, its directors, officers or employees arising pursuant to any provision of the Delaware General Corporation Law or the corporation's certificate of incorporation or bylaws or (iv) any action asserting a claim against the corporation, 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 IX is 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 IX (including, without limitation, each portion of any sentence of this Article IX 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 will not in any way be affected or impaired thereby.

*[Remainder of this page intentionally left blank]*

This Certificate has been subscribed as of March 6, 2019 by the undersigned who affirms that the statements made herein are true and correct.

/s/ Marcus L. Morton  
**Marcus L. Morton**  
Sole Incorporator

R. Kyle Ardoin  
SECRETARY OF STATE

State of Louisiana  
Secretary of State



COMMERCIAL DIVISION  
225.925.4704

03/08/2019

Administrative Services  
225.932.5317 Fax  
Corporations  
225.932.5314 Fax  
Uniform Commercial Code  
225.932.5318 Fax

ONLINE FILING  
VICTORIA.WOLFE@WOLTERSKLUWER.COM

ASTERI NETWORKS, LLC

Enclosed is the certificate issued in accordance with R.S. 12:1308.3.

Please furnish evidence that the entity has complied with the laws of DELAWARE in order that our records may be complete.

In addition to email and text notifications, business owners now have the option to enroll in our secured business filings (SBF) service. This service is available online, at no charge, by filing a notarized affidavit. Upon enrollment, an amendment cannot be made to your entity without approval using your personal identification number. This is another way to protect your business from fraud and identity theft.

For proper identification please refer to this letter in all future correspondence in connection with this filing.

Sincerely,

The Commercial Division  
JM

R. Kyle Ardoin  
SECRETARY OF STATE

State of Louisiana  
Secretary of State



COMMERCIAL DIVISION  
225.925.4704

03/08/2019

Administrative Services  
225.932.5317 Fax  
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ONLINE FILING  
VICTORIA.WOLFE@WOLTERSKLUWER.COM

TO: Department of Revenue, Corporation Franchise Tax

TO: Louisiana Workforce Commission, Employers Status Unit

ASTERI NETWORKS, LLC #42667546K SHREVEPORT, LA

This is to advise that the above named entity filed documents in this office to CHANGE JURISDICTION FROM LOUISIANA TO DELAWARE on MARCH 8, 2019.

Sincerely,

The Commercial Division  
JM



**R. Kyle Ardoin**

SECRETARY OF STATE

*As Secretary of State of the State of Louisiana, I do hereby Certify that*

an application to change Jurisdiction of Organization from LOUISIANA to DELAWARE of

**ASTERI NETWORKS, LLC**

Domiciled at SHREVEPORT, LOUISIANA,

Was filed and recorded in this Office on March 08, 2019.

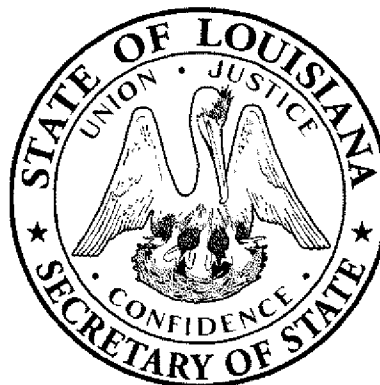
And the limited liability company has taken all action required under the laws of LOUISIANA to change its Jurisdiction of Organization to DELAWARE.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

March 8, 2019

*Secretary of State*

JM 42667546K



Certificate ID: 11052251#2B42

To validate this certificate, visit the following web site, go to **Business Services, Search for Louisiana Business Filings, Validate a Certificate**, then follow the instructions displayed.  
[www.sos.la.gov](http://www.sos.la.gov)

**ASTERI NETWORKS, LLC**  
**Change of Jurisdiction**

Pursuant to the applicable provisions the Louisiana Business Corporation Act (the “*LBCA*”) and the applicable provisions of the Louisiana Limited Liability Company Law (the “*LLCL*”, together with the *LBCA*, the “*Revised Statutes*”), Asteri Networks, LLC, a Louisiana limited liability company (the “*Converting Entity*”) and Asteri Networks, Inc., a Delaware corporation (the “*Converted Entity*”), hereby authorize for filing with the Louisiana Secretary of State the following Change of Jurisdiction, executed by the manager of the Converting Entity:

1. The name, jurisdiction of organization, and type of the Converting Entity are as follows:

Asteri Networks, LLC, a Louisiana limited liability company.

2. The name, jurisdiction of organization, and type of the Converted Entity are as follows:

Asteri Networks, Inc., a Delaware corporation.

3. The full names and municipal addresses of each current manager of the Converting Entity are as follows:

Marcus L. Morton  
5731 Lovers Lane  
Shreveport, La 71105

Lloyd Brown  
401 Edwards Street  
Suite 1805  
Shreveport, La 71101

Steve Gray  
301 Crockett Street  
Ph 2  
Shreveport, La 71101

Kelvin Kwok  
17th Floor  
46th Lyndhurst Terrace  
Central, Hong Kong  
Hong Kong

4. The Converting Entity is converting its state of organization from Louisiana to Delaware is continuing its existence as a corporation in and under the laws of Delaware.

5. Pursuant to Sections 265 and 103(d) of the Delaware General Corporation Law (the “*DGCL*”), the Conversion was effective upon the filing of the Certificate of Conversion and Certificate of Incorporation of the Converted Entity with the Secretary of State of the State of Delaware, which filings were made simultaneously on March 6, 2019.

6. A majority of the members, or such larger vote as the articles of organization or the operating agreement of the Converting Entity may require, has approved the conversion of the state of organization. The Conversion has been duly approved by both the Members and the Board of Managers of the Converting Entity as required by Section 12 of the Revised Statutes.

7. A plan of conversion (the “*Plan of Conversion*”) has been adopted and approved by the Converting Entity and the Converted Entity is being created pursuant to the Plan of Conversion. The manner and basis of converting the membership interests in the Converting Entity into shares of stock of the Converted Entity are set forth in the Plan of Conversion.

8. The Converting Entity and Converted Entity, in changing its state of organization, has complied with the laws and requirements of both the prior and new state of organization. The Conversion has been duly approved in accordance with the organizational documents of Converted Entity and as required by Section 12 of the Revised Statutes.

9. The address of the registered agent of Converted Entity in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, The undersigned have executed this Change of Jurisdiction as of March 8, 2019.

**ASTERI NETWORKS, LLC**  
a Louisiana limited liability company

By: Steve Gray

Steve Gray  
Manager

**ASTERI NETWORKS, INC.**  
a Delaware corporation

By: Steve Gray

Steve Gray  
Chief Executive Officer



R. Kyle Ardoin  
SECRETARY OF STATE

State of Louisiana  
Secretary of State



COMMERCIAL DIVISION  
225.925.4704

03/08/2019

Administrative Services  
225.932.5317 Fax  
Corporations  
225.932.5314 Fax  
Uniform Commercial Code  
225.932.5318 Fax

ONLINE FILING  
VICTORIA.WOLFE@WOLTERSKLUWER.COM

ASTERI NETWORKS, LLC

This is to acknowledge receipt of the final documentation to effect the completion of the change of state of organization from Louisiana to Delaware for the above referenced entity. Our records are now complete and will reflect that the entity is no longer domiciled in Louisiana.

In addition to email and text notifications, business owners now have the option to enroll in our secured business filings (SBF) service. This service is available online, at no charge, by filing a notarized affidavit. Upon enrollment, an amendment cannot be made to your entity without approval using your personal identification number. This is another way to protect your business from fraud and identity theft.

Please note that as of January 1, 2018, business owners in the following parishes will be required to file all available business documents online through **geauxBIZ**: Ascension, Bossier, Caddo, Calcasieu, East Baton Rouge, Jefferson, Lafayette, Livingston, Orleans, Ouachita, Rapides, St. Tammany, Tangipahoa and Terrebonne.

Online filing options are available if changes are necessary to your registration or if you need to file an annual report. Please visit our website at **GeauxBiz.com** for your future business needs.

If we can be of further service at any time, please let us know.

Sincerely,

The Commercial Division  
JM

R. Kyle Ardoin  
SECRETARY OF STATE

State of Louisiana  
Secretary of State



COMMERCIAL DIVISION  
225.925.4704

March 8, 2019

Administrative Services  
225.932.5317 Fax  
Corporations  
225.932.5314 Fax  
Uniform Commercial Code  
225.932.5318 Fax

The attached document of ASTERI NETWORKS, LLC was received and filed on March 08, 2019.

JM 42667546K

# 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 CONVERSION OF A LOUISIANA LIMITED LIABILITY COMPANY UNDER THE NAME OF "ASTERI NETWORKS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ASTERI NETWORKS, LLC" TO "ASTERI NETWORKS, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF MARCH, A.D. 2019, AT 12:48 O`CLOCK P.M.

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



A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

7311433 8100F  
SR# 20191788139

Authentication: 202384166  
Date: 03-06-19

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

**TRADEMARK**  
**REEL: 006705 FRAME: 0520**

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW**

1. The jurisdiction where the Limited Liability Company first formed is Louisiana.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the Limited Liability Company first formed is June 6, 2017.
4. The name of the Limited Liability Company immediately prior to filing this Certificate is Asteri Networks, LLC.
5. The name of the Corporation as set forth in the Certificate of Incorporation is Asteri Networks, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on March 6, 2019.

By: /s/ Steve Gray  
Name: Steve Gray  
Title: Chief Executive Officer

## PLAN OF CONVERSION

This Plan of Conversion (the “*Plan of Conversion*”) is made and adopted effective as of March 6, 2019 to convert Asteri Networks, LLC, a Louisiana limited liability company (the “*Company*”), into Asteri Networks, Inc., a Delaware corporation (the “*Corporation*”), pursuant to Section 265 of the Delaware General Corporation Law (the “*DGCL*”), the applicable provisions of the Louisiana Business Corporation Act (the “*LBCA*”) and the applicable provisions of the Louisiana Limited Liability Company Law (the “*LLCL*”, together with the LBCA, the “*Revised Statutes*”).

### BACKGROUND

A. The Company was formed on June 6, 2017 by the filing of Articles of Organization with the Secretary of State of the State of Louisiana (the “*Articles*”).

B. Conversion of a Louisiana limited liability company into a Delaware corporation is permitted under Section 265 of the DGCL and Section 12 of the Revised Statutes.

C. The members and managers of the Company (i) have determined it to be in the best interests of the Company and its members (the “*Members*”) that the Company be converted from a Louisiana limited liability company into a Delaware corporation (the “*Conversion*”) and (ii) have approved the Plan of Conversion.

### AGREEMENT

NOW, THEREFORE, the Company does hereby adopt the Plan of Conversion to effectuate the Conversion as follows:

1. Approval; Conversion. In accordance with Section 265(h) of the DGCL, the applicable provisions of the Revised Statutes and that certain Operating Agreement of Asteri Networks, LLC, dated January 19, 2018 (the “*Operating Agreement*”), the Members have approved the Conversion in accordance with the terms of the Plan of Conversion and applicable law. At the Effective Time (as defined below), the Company shall convert into the Corporation.

2. Terms and Conditions of Conversion.

(a) The Conversion shall become effective on the date and at the time (the “*Effective Time*”) on which the Certificate of Conversion, in substantially the form attached hereto as **EXHIBIT A** (the “*Certificate of Conversion*”) and the Certificate of Incorporation, in substantially the form attached hereto as **EXHIBIT B** (the “*Certificate of Incorporation*”), are filed with the Delaware Secretary of State. Following the filing of the Certificate of Conversion and the Certificate of Incorporation, the Corporation shall file the Statement of Conversion, substantially in the form attached hereto as **EXHIBIT C**, with the Louisiana Secretary of State.

(b) All of the membership interests in the Company shall be automatically converted into shares of the Corporation’s common stock (the “*Shares*”) in accordance with Section 5 below, having the rights, preferences and privileges described in the Certificate of Incorporation.

3. Certificate of Incorporation. The Certificate of Incorporation shall be filed with the Delaware Secretary of State at the time of the filing of the Certificate of Conversion. Immediately following the filing of the Certificate of Incorporation, the Articles and the Operating Agreement shall be terminated and be of no further force or effect.

4. Directors; Bylaws. The initial directors of the Corporation shall be Marcus L. Morton, Steve Gray, Lloyd Brown, and Kelvin Kwok (the “*Directors*”), each, to serve until his or her successor is duly elected and qualified or until his or her earlier resignation or removal. Immediately following the Effective Time, the Directors shall adopt bylaws of the Corporation in the form attached hereto as **EXHIBIT D** (the “*Bylaws*”).

5. Manner and Basis of Converting Membership Interests in the Company into Capital Stock of the Corporation.

(a) Conversion of Membership Interests. The membership interests of the Company held by the Members shall be converted into Shares with the rights, privileges and preferences set forth in the Certificate of Incorporation. Upon the Effective Time, the membership interests of the Company held by the Members immediately prior to the Effective Time shall be converted automatically, without any action on the part of such Members, into the shares of Common Stock, par value \$0.0001 per share, of the Corporation set forth across from such Member’s name as set forth on **EXHIBIT E** hereto.

(b) Legends. Promptly following the Effective Time, the Corporation will issue certificates representing the Shares to the stockholders of the Corporation, which certificates shall be stamped or otherwise imprinted with legends substantially in the following form (in addition to any other legends required by any agreement, the Certificate of Incorporation, Bylaws, or any other agreement between the Corporation and its stockholders or by applicable law):

“THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 (THE “*ACT*”) AND MAY NOT BE OFFERED, SOLD OR OTHERWISE TRANSFERRED, ASSIGNED, PLEDGED OR HYPOTHECATED UNLESS AND UNTIL REGISTERED UNDER THE ACT OR UNLESS THE COMPANY HAS RECEIVED AN OPINION OF COUNSEL SATISFACTORY TO THE COMPANY AND ITS COUNSEL THAT SUCH REGISTRATION IS NOT REQUIRED.”

“THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO A TRANSFER RESTRICTION, AS PROVIDED IN THE BYLAWS OF THE CORPORATION.”

“THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO A RIGHT OF FIRST REFUSAL OPTION IN FAVOR OF THE COMPANY AND/OR ITS ASSIGNEE(S) AS PROVIDED IN THE BYLAWS OF THE COMPANY.”

(c) Exempted Share Issuance. The Shares deemed issued pursuant to the Plan of Conversion are intended to be issued pursuant to a “private placement” exemption or exemptions from registration under Section 4(a)(2) of the Securities Act of 1933, as amended (the “*Securities Act*”), and/or Regulation D promulgated under the Securities Act and exemptions from qualification under applicable state securities laws. It is intended that the Corporation shall comply with all applicable provisions of, and rules under, the Securities Act and applicable state securities laws in connection with the offering and issuance of the Shares pursuant to the Plan of Conversion. Such Shares will be “restricted securities” under the federal and state securities laws and cannot be offered or resold except pursuant to registration under the Securities Act or an available exemption from registration.

6. Effect of Conversion. Upon the Effective Time, the Corporation shall, for all purposes of the DGCL, be deemed to be the same entity as the Company. All of the rights, privileges and powers of the Company, and all assets and property (real, personal and mixed) and all debts due to the Company, as

well as all other things and causes of action belonging to the Company, shall remain vested in the Corporation and shall be the property of the Corporation and the title to any real property vested by deed or otherwise in the Company shall not revert or be in any way impaired by reason of the Conversion. All rights of creditors and all liens upon any property of the Company shall be preserved unimpaired, and all debts, liabilities and duties of the Company shall remain attached to the Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by the Corporation. The rights, privileges, powers and interests in property of the Company, as well as the debts, liabilities and duties of the Company, shall not be deemed, as a consequence of the Conversion, to have been transferred to the Corporation for any purposes of the laws of the State of Delaware.

7. Amendment or Termination. The Plan of Conversion may be amended or terminated by the Members under a duly authorized consent pursuant to the terms of the Operating Agreement or applicable law, and the Conversion may be abandoned at any time prior to the Effective Time, notwithstanding any requisite prior approval and adoption of the Plan of Conversion by the Members. Notwithstanding the foregoing, subsequent to approval of the Plan of Conversion, the Plan of Conversion may not be amended to change any of the following: (i) the amount or kind of shares or other securities, interests, obligations, rights to acquire shares, other securities or interests, or the cash or other property to be received under the plan by the shareholders; (ii) the organic documents that will be in effect immediately following the conversion, except for changes permitted by a provision of the organic law of the surviving entity comparable to the Section 12:1-1005 of the Revised Statutes, or (iii) any of the other terms or conditions of the Plan of Conversion if the change would adversely affect any of the shareholders in any material respect. If the Plan of Conversion is terminated, no party or their respective officers, directors, shareholders, members or authorized representatives shall have any liability of any nature whatsoever under this Plan of Conversion. To the extent that any provision of the Plan of Conversion conflicts with any provision(s) of the Articles or the Operating Agreement, as amended, the Plan of Conversion hereby amends and supersedes the Articles or the Operating Agreement, as amended.

8. No Third Party Beneficiaries. The Plan of Conversion shall not confer any rights or remedies upon any person or entity other than the parties hereto and their respective successors and permitted assigns.

9. Governing Law. The Plan of Conversion shall be governed by and construed under the laws of the State of Delaware as applied to agreements among Delaware residents entered into and to be performed entirely within Delaware.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Plan of Conversion has been adopted by the Company effective as the date first written above.

ASTERI NETWORKS, LLC:

By: Steve Gray

Name: Steve Gray

Title: Authorized Person

SIGNATURE PAGE TO PLAN OF CONVERSION OF ASTERI NETWORKS, LLC

RECORDED: 07/29/2019

TRADEMARK  
REEL: 006705 FRAME: 0525