

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM541374

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	12/31/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Positive Access Corporation		12/22/2018	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Intellicheck, Inc.	12/23/2018	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Intellicheck, Inc.
Street Address:	535 Broad Hollow Road
Internal Address:	Suite B51
City:	Melville
State/Country:	NEW YORK
Postal Code:	11747
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2883398	CARDCHECKER
Registration Number:	2620418	IDECODE
Registration Number:	2592641	POSITIVE ACCESS

CORRESPONDENCE DATA**Fax Number:** 4079267720*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.***Phone:** 407-926-7700**Email:** trademarks@bwsmiplaw.com**Correspondent Name:** Amber N. Davis**Address Line 1:** Beusse Wolter Sanks & Maire, PLLC**Address Line 2:** 390 N. Orange Avenue, Suite 2500**Address Line 4:** Orlando, FLORIDA 32801

NAME OF SUBMITTER:	Amber N. Davis
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TRADEMARK

SIGNATURE:	/AND/
DATE SIGNED:	09/18/2019
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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:

"POSITIVE ACCESS CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "INTELLICHECK, INC." UNDER THE NAME OF "INTELLICHECK, 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 1:47 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2018 AT 11:59 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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SR# 20190151168

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

Authentication: 202045601
Date: 01-09-19

TRADEMARK
REEL: 006748 FRAME: 0405

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
POSITIVE ACCESS CORPORATION
WITH AND INTO
INTELLICHECK, INC.**

Pursuant to section 253 of the Delaware General Corporation Law (the "DGCL"), Intellicheck, Inc. (the "Corporation"), a Delaware corporation, does hereby certify to the following information relating to the merger (the "Merger") of Positive Access Corporation, a Delaware corporation (the "Subsidiary"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolution duly adopted by unanimous written consent on December 22, 2018, and attached hereto as Exhibit A, determined to merge the Subsidiary with and into the Corporation pursuant to Section 253 of the DGCL.
3. The Certificate of Ownership and Merger and the Merger shall become effective after its filing with the Delaware Secretary of State at 11:59 p.m. Eastern Standard Time on December 31, 2018.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 23rd of December, 2018.

INTELLICHECK, INC.

DocuSigned by:
Bill White
By: _____
Name: Bill White
Title: Secretary

Exhibit A

Board Resolution Authorizing Merger

[see attached]

**UNANIMOUS CONSENT OF DIRECTORS
INTELLICHECK, INC.**

Pursuant to Section 141(f) of the Delaware General Corporation Law, the undersigned, being all of the members of the Board of Directors (the "**Board**") of Intellicheck, Inc., a Delaware corporation (the "**Corporation**"), hereby unanimously consent to and adopt the following resolutions and take the following actions with the same force and effect as if such resolutions had been duly adopted and such actions duly taken at a meeting of the Board duly called and convened for such purpose, and instruct the Secretary of the Corporation to file this consent (the "**Consent**") in the minute book of the Corporation. This Consent may be executed in counterparts, all of which together shall constitute one instrument; a copy of this Consent that is signed and delivered by telecopy or other facsimile transmission shall be considered an original, executed written Consent.

1. Merger of Positive Access Corporation

WHEREAS, the Corporation owns all of the issued and outstanding shares of the capital stock of Positive Access Corporation, a Delaware corporation, ("**PAC**"); and

WHEREAS, the Board has determined that it is advisable and in the best interest of the Corporation that the Corporation merge PAC with and into the Corporation, with the Corporation being the surviving company in the merger; and

WHEREAS, the Board has reviewed a draft of the Certificate of Ownership and Merger, attached hereto as Exhibit A.

NOW THEREFORE IT IS HEREBY RESOLVED, that PAC be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law (the "**Merger**"), so that the separate existence of PAC shall cease as soon as the Merger shall become effective as of December 31, 2018, at 11:59 p.m. Eastern Standard Time, and the Corporation shall continue as the surviving corporation; and

RESOLVED FURTHER, that the form, terms, and provisions of the Certificate of Ownership and Merger, and any other documents contemplated thereby are hereby deemed advisable and in the best interest of the Corporation and its stockholders and are hereby approved by the Board, with such changes, additions, deletions, supplements and amendments thereto as the officers of the Corporation authorized to execute and deliver the same may deem necessary or advisable, such determination to be conclusively evidenced by such officer's execution and delivery thereof.

RESOLVED FURTHER, that the officers of the Corporation (each, an "**Officer**"), and each of them, are hereby authorized, empowered and directed, for and on behalf of the Corporation, to negotiate, execute and deliver in the name of the Corporation, the Certificate of Ownership and Merger with the appropriate offices of the State of Delaware, with such changes, additions, deletions, supplements or amendments thereto that the Officer may deem necessary or advisable, such determination to be conclusively evidenced by the execution and delivery thereof, and such other agreements, instruments, documents, filings or certificates as such Officer deems necessary or advisable in connection with the Merger, the execution by any such Officer in connection with the foregoing to establish conclusively such Officer's authority thereof from the Corporation and the approval and ratification by the Corporation of the documents so executed and the actions so taken.

2. General

NOW, THEREFORE, BE IT RESOLVED, That each Officer is hereby authorized to execute and deliver such further documents and take such further actions as each such Officer in their discretion shall deem necessary or advisable to cause the Corporation to effect the Merger and the actions contemplated by these resolutions.

FINALLY RESOLVED: That all actions taken by the directors and officers of the Corporation prior to the adoption of these resolutions that are within the authority conferred in the foregoing resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

[Signature page follows]

SIGNATURE PAGE--BOARD CONSENT FOR PAC MERGER

The execution of the consent shall constitute written waiver of any notice required by the General Corporation Law of the State of Delaware and this Corporation's Certificate of Incorporation or Bylaws, as amended.

Dated: December 22, 2018

/s/ Emil R. Bedard
Emil R. Bedard

/s/ Guy L. Smith
Guy L. Smith

/s/ Jack A. Davis
Jack A. Davis

/s/ William P. Georges
William P. Georges

/s/ David E. Ullman
David E. Ullman