

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM545777

<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>
Secure Cloud Systems, Inc.		01/01/2016	Limited Liability Company: FLORIDA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Secure Cloud Systems, Inc.		
<b>Street Address:</b>	1083 South Collier Blvd. #302		
<b>City:</b>	Marco Island		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	34145		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4493828	CERTAINSAFE	
<b>Registration Number:</b>	4493776	MICROENCRYPTION	
<b>Registration Number:</b>	4477161	MICROTOKENIZATION	
<b>Registration Number:</b>	4513508	TRANSCERTAIN	
<b>Registration Number:</b>	4527216	SECURE CLOUD SYSTEMS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2023545232		
<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>	202.808.3570		
<b>Email:</b>	docketing@kelly-ip.com		
<b>Correspondent Name:</b>	Lynn M. Jordan		
<b>Address Line 1:</b>	1300 19th Street NW, Suite 300		
<b>Address Line 4:</b>	Washington, D.C. 20036		
<b>NAME OF SUBMITTER:</b>	Lynn M. Jordan		
<b>SIGNATURE:</b>	/Lynn M. Jordan/		
<b>DATE SIGNED:</b>	10/18/2019		
<b>Total Attachments: 4</b>			
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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:01 PM 12/17/2015  
FILED 04:01 PM 12/17/2015  
SR 20151413968 - File Number 5910598

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

First: The jurisdiction where the Limited Liability Company first formed is Florida.

Second: The jurisdiction immediately prior to filing this Certificate is Florida.

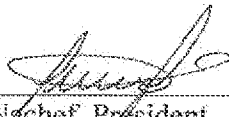
Third: The date the Limited Liability Company first formed is June 8, 2012.

Fourth: The name of the Limited Liability Company immediately prior to filing this Certificate is SECURE CLOUD SYSTEMS, LLC

Fifth: The name of the Corporation as set forth in the Certificate of Incorporation is SECURE CLOUD SYSTEMS, INC.

Sixth: The future effective date of this Certificate of Conversion is January 1, 2016.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 7<sup>th</sup> day of December, 2015.

By:   
John P. Nachez, President

**SECURE CLOUD SYSTEMS, INC.  
CERTIFICATE OF INCORPORATION**

**ARTICLE I: NAME**

The name of the corporation is Secure Cloud Systems, Inc.

**ARTICLE II: AGENT FOR SERVICE OF PROCESS**

The address of the corporation's registered office in the State of Delaware is 16192 Coastal Highway, Lewes, DE 19958, County of Sussex. The name of the registered agent of the corporation at that address is Harvard Business Services, Inc.

**ARTICLE III: PURPOSE**

The purpose of the corporation 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*").

**ARTICLE IV: AUTHORIZED STOCK**

**1. Total Authorized.**

The total number of shares of all classes of capital stock that the corporation has authority to issue is 7,500,000 shares of Common Stock, \$0.01 par value per share, with such designations, classes, dividend, voting, preference and other features as may from time to time be established by resolution of the Board of Directors, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law.

**2. Designation of Additional Shares**

2.1 The Board of Directors is authorized, subject to any limitations prescribed by the laws of the State of Delaware, by resolution or resolutions, to amend this Certificate to authorize the issuance of additional shares of Common Stock or the issuance of preferred stock in one or more series or classes by causing the Corporation to file a Certificate of Amendment pursuant to the applicable law of the State of Delaware authorizing such issuance and by adopting by resolution a certificate (each a "*Certificate of Designation*") establishing from time to time as to each series or class the number of shares authorized, the number of authorized shares of such series or class and to fix the designation, powers (including voting powers), preferences and relative, participating, optional or other rights, if any, of the shares of each such series or class and any qualifications, limitations or restrictions thereof, and to increase (but not above the total number of authorized shares of such class) or decrease (but not below the number of shares of such series then outstanding) the number of authorized shares of any such series, irrespective of the provisions of Section 242(b)(2) of the General Corporation Law, unless a vote of any such holders is required pursuant to the terms of any Certificate of Designation designating a series of Preferred Stock.

2.2 Except as otherwise expressly provided in any Certificate of Designation designating any series of Preferred Stock pursuant to the foregoing provisions of this ARTICLE IV, any new series of preferred stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or any holders of preferred stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting powers, dividend rights, liquidation rights, redemption rights and conversion rights, senior to, junior to or *pari passu* with the rights of the Common Stock, any preferred stock, or any future class or series of preferred stock or Common Stock.

#### **ARTICLE V: AMENDMENT OF BYLAWS; BOOKS AND RECORDS**

The Board of Directors of the corporation shall have the power to adopt, amend or repeal the By-laws of the corporation. The stockholders shall, to the extent, if any, provided in the By-laws or any Certificate of Designation duly adopted by the Board of Directors, have additional powers to adopt, amend or repeal the By-laws of the corporation.

The Board of Directors shall have the absolute right in its sole discretion from time to time to decide whether and to what extent and at what times and under what conditions and requirements the accounts and books of said corporation shall be open to the inspection and the circumstances under which such inspection may take place.

#### **ARTICLE VI: DIRECTOR LIABILITY; INDEMNIFICATION**

1. **Limitation of Liability.** To the fullest extent permitted by law, no director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, 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.

2. **Indemnification.** The corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the corporation or any predecessor to the corporation.

3. **Change in Rights.** Neither any amendment nor repeal of this ARTICLE VI, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this ARTICLE VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

#### **ARTICLE VII: CHOICE OF FORUM**

Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (1) any derivative action or proceeding brought on behalf of the corporation, (2) any action asserting a claim of breach of a fiduciary duty owed by, or other wrongdoing by,

any director, officer, employee or agent of the corporation to the corporation or the corporation's stockholders, (3) any action asserting a claim arising pursuant to any provision of the General Corporation Law or the corporation's Certificate of Incorporation or By-laws, (4) any action to interpret, apply, enforce or determine the validity of the corporation's Certificate of Incorporation or By-laws or (5) any action asserting a claim governed by the internal affairs doctrine, in each such case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the corporation shall be deemed to have notice of and consented to the provisions of this ARTICLE VII.

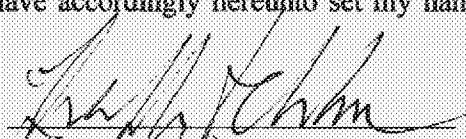
**ARTICLE VIII: AMENDMENT OF CERTIFICATE OF INCORPORATION**

The corporation reserves the right to amend or repeal any provision contained in this Restated Certificate of Incorporation in accordance with the laws of the State of Delaware, this Certificate of Incorporation and the By-laws of the corporation and all rights conferred upon stockholders are granted subject to this reservation.

**ARTICLE IX: EFFECTIVENESS**

This Certificate of Incorporation shall be effective as of January 1, 2016.

**IN WITNESS WHEREOF**, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts stated herein are true, and I have accordingly hereunto set my hand this third (3d) day of December, 2015

BY:   
(Incorporator)

**NAME:** Geoffrey T. Chalmers, Esq.  
**ADDRESS:** 33 Broad Street, Suite 1100  
Boston, MA 02109  
(617) 523-1960