

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM560456

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	11/08/2019

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DataXu, Inc.		11/08/2019	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
DataXu, Inc.	11/08/2019	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Roku DX Holdings, Inc.
Street Address:	53 State Street, 25th Floor
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	88567884	TOTALTV SYNC
Serial Number:	88079210	ONEVIEW
Serial Number:	87669968	POWERED BY DATA. INSPIRED BY YOU
Serial Number:	87554793	CLEARLIGHT
Serial Number:	86887936	DATA XU DATA. INSIGHT. ACTION.
Serial Number:	86416779	ACTIVE ANALYTICS
Serial Number:	85839420	DATA.INSIGHT.ACTION.
Serial Number:	77788458	DATA XU

CORRESPONDENCE DATA

Fax Number:

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: 3108490336

Email: jason@zedecklaw.com

OP \$215.00 88567884

Correspondent Name: Jason Zedeck
Address Line 1: PO Box 35210
Address Line 4: Los Angeles, CALIFORNIA 90035-0210

ATTORNEY DOCKET NUMBER: DATA XU - ROKU DX Assign

NAME OF SUBMITTER: Jason Zedeck

SIGNATURE: /jasonpzedeck/

DATE SIGNED: 02/04/2020

Total Attachments: 5

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CERTIFICATE OF MERGER
MERGING
DELAWARE ACQUISITION COMPANY, INC.,
A DELAWARE CORPORATION,
WITH AND INTO
DATA XU, INC.,
A DELAWARE CORPORATION

November 8, 2019

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the “DGCL”), Dataxu, Inc., a Delaware corporation (the “Corporation”), hereby certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger (the “Constituent Corporations”) are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Dataxu, Inc.	Delaware
Delaware Acquisition Company, Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated as of October 22, 2019 (the “Merger Agreement”), by and among Roku, Inc., a Delaware corporation (“Parent”), Delaware Acquisition Company, Inc., a Delaware corporation (“Merger Sub”), the Corporation and Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as the representative, agent and attorney in fact of the indemnifying parties to the Merger Agreement, setting forth the terms and conditions of the merger of Merger Sub with and into the Corporation (the “Merger”), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251(c) of the DGCL.

THIRD: The Corporation shall be the surviving corporation of the Merger (the “Surviving Corporation”). The name of the Surviving Corporation shall be changed from “Dataxu, Inc.” to “Roku DX Holdings, Inc.”

FOURTH: Upon the effective time of this Certificate of Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety to read as set forth on Exhibit A attached hereto, and, as so amended and restated, shall constitute the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of such principal place of business is:

Roku DX Holdings, Inc.
53 State Street, 25th Floor
Boston, MA 02109

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation upon request and without cost to any stockholder of either of the Constituent Corporations.

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

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed as of the date first written above.

DATA XU, INC.

By: Michael Baker
Name: Michael Baker
Title: President

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION**

OF

ROKU DX HOLDINGS, INC.

I.

The name of this corporation is Roku DX Holdings, Inc. (the "*Corporation*").

II.

The address of the registered office of the Corporation in the State of Delaware shall be Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, 19801 or in such other location as the Board of Directors may from time to time determine or the business of the Corporation may require. The Corporation's registered agent for service of process at such address is The Corporation Trust Company.

III.

The purpose of the 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.

The Corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is one hundred (100), each having a par value of one-hundredth of one cent (\$0.0001).

V.

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws.

B. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation. The stockholders shall 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 Amended and Restated Certificate of Incorporation, such action by stockholders shall 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.

C. Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

VI.

A. The personal liability of the directors to the Corporation or its stockholders for monetary damages for any breach of a fiduciary duty shall be eliminated to the fullest extent under 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 shall be eliminated or limited to the fullest extent permitted by applicable law as so amended.

B. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any director, officer, employee or agent of the Corporation (and any other persons to which applicable law permits the Corporation to provide indemnification) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation.

C. Any repeal or modification of this Article VI shall only be prospective and shall not affect the rights or protections or increase the liability of any director, officer, employee, agent or other person 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 Amended and Restated 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.