

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM588000

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	08/30/2019

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Spacious Technologies, Inc.		08/30/2019	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Shuttle Merger Subsidiary, LLC	08/30/2019	Limited Liability Company: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Spacious Technologies, LLC
Street Address:	111 West 82nd St., #4A
City:	New York
State/Country:	NEW YORK
Postal Code:	10024
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	5124657	S
Registration Number:	5752023	S
Serial Number:	87900958	SPACIOUS
Registration Number:	5036839	SPACIOUS

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: 212-813-5900**Email:** anicolescu@fzlj.com**Correspondent Name:** Allison Strickland Ricketts**Address Line 1:** Fross Zelnick Lehrman & Zissu, P.C.**Address Line 2:** 151 West 42nd Street, 17th Floor**Address Line 4:** New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	SPCS 2007360
NAME OF SUBMITTER:	Anca Nicolescu
SIGNATURE:	/ancanicolescu/
DATE SIGNED:	07/22/2020

Total Attachments: 7

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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:

"SPACIOUS TECHNOLOGIES, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SHUTTLE MERGER SUBSIDIARY, LLC" UNDER THE NAME OF "SHUTTLE MERGER SUBSIDIARY, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2019, AT 2:20 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7564401 8100M
SR# 20196811718

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

Authentication: 203509328
Date: 08-30-19

TRADEMARK
REEL: 007005 FRAME: 0869

CERTIFICATE OF MERGER

MERGING

**SPACIOUS TECHNOLOGIES, INC.
A DELAWARE CORPORATION**

WITH AND INTO

**SHUTTLE MERGER SUBSIDIARY, LLC
A DELAWARE LIMITED LIABILITY COMPANY**

Pursuant to Section 264(c) of the General Corporation Law of the State of Delaware and
Section 18-209 of the Delaware Limited Liability Company Act

Shuttle Merger Subsidiary, LLC does hereby certify as follows:

FIRST The name and state of incorporation or organization of each of the domestic limited liability companies or other business entities that are constituent entities (together, the “Constituent Entities”) are:

1.1 Shuttle Merger Subsidiary, LLC, a Delaware limited liability company (the “LLC”); and

1.2 Spacious Technologies, Inc., a Delaware corporation (the “Company”).

Upon the terms of the Merger Agreement (defined below), the Company will merge with and into the LLC, with the LLC as the surviving entity.

SECOND The Agreement and Plan of Merger, dated as of August 22, 2019, by and among the Company, the LLC and certain other parties set forth therein (the “Merger Agreement”), setting forth the terms and conditions of the merger of the Company with and into the LLC (the “Merger”), has been approved, adopted, certified, executed and acknowledged by the LLC and the Company in accordance with Section 264(c) (and with respect to the Company, by written consent of the requisite stockholders in accordance with Section 228) of the General Corporation Law of the State of Delaware and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD The name of the surviving entity in the Merger (the “Surviving Entity”) is Shuttle Merger Subsidiary, LLC.

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

FIFTH The executed Merger Agreement is on file at the principal place of business and office of the Surviving Entity, located at c/o The We Company, 115 West 18th Street, New York, New York 10011.

SIXTH A copy of the Merger Agreement will be furnished by the Surviving Entity, on request and without cost, to any stockholder of the Company or any member of the LLC.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Shuttle Merger Subsidiary, LLC has caused this Certificate of Merger to be executed by an authorized person on this 30th day of August, 2019.

SHUTTLE MERGER SUBSIDIARY, LLC

By: The We Company

Its: Sole Member

By: /s/ Jared DeMatteis

Name: Jared DeMatteis

Title: General Counsel & Assistant Secretary

[Signature Page to Certificate of Merger – Shuttle Merger Subsidiary, LLC]

TRADEMARK
REEL: 007005 FRAME: 0872

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 AMENDMENT OF "SHUTTLE MERGER SUBSIDIARY, LLC", CHANGING ITS NAME FROM "SHUTTLE MERGER SUBSIDIARY, LLC" TO "SPACIOUS TECHNOLOGIES, LLC", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF AUGUST, A.D. 2019, AT 2:23 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

7564401 8100
SR# 20196811777

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

Authentication: 203509340
Date: 08-30-19

TRADEMARK
REEL: 007005 FRAME: 0873

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF FORMATION
OF
SHUTTLE MERGER SUBSIDIARY, LLC**

**Pursuant to Section 18-202 of the
Delaware Limited Liability Company Act**

- I. The name of the limited liability company is Shuttle Merger Subsidiary, LLC.
- II. The Certificate of Formation is hereby amended to change the name of the limited liability company. To effect the foregoing, Section 1 of the Certificate of Formation is hereby amended to read in its entirety as follows:

“FIRST: The name of the limited liability company is:
Spacious Technologies, LLC”

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on August 30, 2019.

SHUTTLE MERGER SUBSIDIARY, LLC

By: The We Company

Its: Sole Member

By: /s/ Jared DeMatteis

Name: Jared DeMatteis

Title: General Counsel and Assistant
Secretary

Spacious Technologies, Inc.
134 5th Avenue, 5th Floor
New York, NY 10011

August 29, 2019

Office of the Secretary of State of the State of Delaware
Division of Corporations
John G. Townsend Bldg.
401 Federal Street, - Suite 4
Dover, DE 19901

Re: Consent to Use of Name

Ladies and Gentlemen:

The undersigned, Spacious Technologies, Inc., a Delaware corporation, hereby gives its permission and consent to the use of the name "Spacious Technologies, LLC", which will be the surviving entity of a merger effective upon the filing of a certificate of merger with the Office of the Secretary of State of the State of Delaware.

Sincerely,

SPACIOUS TECHNOLOGIES, INC.

By: DocuSigned by:
Preston Pesek
197CC8226CA5450
Name: Preston Pesek
Title: CEO