

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM613014

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
SHOPKEEP.COM INC.		01/10/2017	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	SHOPKEEP INC.		
<b>Street Address:</b>	460 Park Avenue South, 7th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10016		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5125973	SERVERLESS SYNC	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6173417701		
<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>	6179518000		
<b>Email:</b>	jennifer.kagan@morganlewis.com		
<b>Correspondent Name:</b>	Jennifer Kagan, Paralegal		
<b>Address Line 1:</b>	One Federal Street		
<b>Address Line 2:</b>	Morgan, Lewis & Bockius LLP		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02110		
<b>ATTORNEY DOCKET NUMBER:</b>	128061-0001		
<b>NAME OF SUBMITTER:</b>	Jennifer Kagan, Paralegal		
<b>SIGNATURE:</b>	/jenniferkagan/		
<b>DATE SIGNED:</b>	12/08/2020		
<b>Total Attachments: 4</b>			
source=Shopkeep Inc. Name Change DE Certified Copy#page1.tif			
source=Shopkeep Inc. Name Change DE Certified Copy#page2.tif			
source=Shopkeep Inc. Name Change DE Certified Copy#page3.tif			
source=Shopkeep Inc. Name Change DE Certified Copy#page4.tif			

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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 AMENDMENT OF "SHOPKEEP.COM INC.", CHANGING ITS NAME FROM "SHOPKEEP.COM INC." TO "SHOPKEEP INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF JANUARY, A.D. 2017, AT 5:23 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

4815469 8100  
SR# 20208584487

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

Authentication: 204255888  
Date: 12-08-20

**TRADEMARK**  
**REEL: 007126 FRAME: 0628**

**CERTIFICATE OF AMENDMENT TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF  
SHOPKEEP.COM INC.**

Pursuant to Section 242  
of the General Corporation Law of  
the State of Delaware

ShopKeep.com Inc. (hereinafter called the "**Company**"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

By unanimous written consent of the Board of Directors of the Company a resolution was duly adopted, pursuant to Section 242 of the General Corporation Law of the State of Delaware, setting forth an amendment to the Certificate of Incorporation of the Company and declaring said amendment to be advisable. The stockholders of the Company duly approved said proposed amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware, and written notice of such consent will be given to all stockholders who have not consented in writing to said amendment. The resolution setting forth the amendment is as follows:

**RESOLVED:** That Article I of the Amended and Restated Certificate of Incorporation of the Company be and hereby is deleted in its entirety and the following Article I is inserted in lieu thereof:

"The name of this corporation is ShopKeep Inc. (the "**Company**")."

**RESOLVED,** that Article IV Section A of the Amended and Restated Certificate of Incorporation be amended and restated in its entirety to read as follows:

"The Company is authorized to issue two classes of stock to be designated, respectively, "**Common Stock**" and "**Preferred Stock**." The total number of shares which the Company is authorized to issue is 70,950,918, 46,451,502 shares of which shall be Common Stock (the "**Common Stock**") and 24,499,416 shares of which shall be Preferred Stock (the "**Preferred Stock**"). The Common Stock and the Preferred Stock shall each have a par value of \$0.001 per share."

**RESOLVED,** that Article IV Section C of the Amended and Restated Certificate of Incorporation be amended and restated in its entirety to read as follows:

"3,011,062 of the authorized shares of Preferred Stock are hereby designated "*Series A Convertible Preferred Stock*" (the "*Series A Preferred*"), 6,644,794 of the authorized shares of Preferred Stock are hereby designated "*Series B Convertible Preferred Stock*" (the "*Series B Preferred*"), 6,331,608 of the authorized shares of Preferred Stock are hereby designated "*Series C Convertible Preferred Stock*" (the "*Series C Preferred*"), and 8,511,952 of the authorized shares of Preferred Stock are hereby designated "*Series D Convertible Preferred Stock*" (the "*Series D Preferred*", and collectively with the Series A Preferred, the Series B Preferred and the Series C Preferred, the "*Preferred Stock*").

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by its President this 10th day of January, 2017.

SHOPKEEP.COM INC.

By   
Michael DeSimone  
President