

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM627705

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/30/2017

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Elite Sem Inc.		01/27/2017	Corporation: NEW YORK

RECEIVING PARTY DATA

Name:	Elite Sem Inc.
Street Address:	142 W. 36TH STREET, FLOOR 11
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10018
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	5517210	ELITE DIGITAL
Registration Number:	4768125	PERFORMANCE DRIVEN DIGITAL MARKETING
Registration Number:	4768124	ELITE SEM

CORRESPONDENCE DATA

Fax Number: 6175265000

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: 617-526-6154

Email: huelinh.tran@wilmerhale.com

Correspondent Name: Barakat A. Barakat, Esquire

Address Line 1: Wilmer Cutler Pickering Hale and DorrLLP

Address Line 2: 60 State Street

Address Line 4: Boston, MASSACHUSETTS 02109

NAME OF SUBMITTER:	Barbara A. Barakat
SIGNATURE:	/barbara a. barakat/
DATE SIGNED:	02/23/2021

Total Attachments: 5

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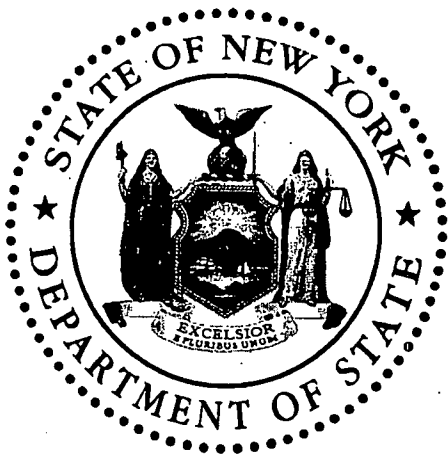
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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on February 19, 2021.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

CERTIFICATE OF MERGER
OF
ELITE SEM INC.
INTO
ELITE SEM INC.
UNDER SECTION 907
OF THE BUSINESS CORPORATION LAW

1. Constituent Corporations. The name of each constituent corporation to the merger (the "Merger") is as follows: (a) the name of the surviving corporation (the "Surviving Company") is ELITE SEM INC.; and (b) the name of the non-surviving or target corporation (the "Target Company") is ELITE SEM INC.

2. Equity Capitalization of Constituent Corporations. As to each constituent corporation, the designation and number of outstanding shares of each class and series of capital stock, and the voting rights thereof, are as follows:

(a) Surviving Company. One Thousand (1,000) Shares of Common Stock, \$0.01 par value per share, constituting voting common stock.

(b) Target Company. Two Hundred (200) Shares of Common Stock, no par value, constituting voting common stock.

3. Authorization.

(a) Surviving Company. The sole member of the Board of Directors, and the sole shareholder, of the Surviving Company have consented to, authorized, and approved the Merger by unanimous written consent.

(b) Target Company. The sole member of the Board of Directors, and the sole stockholder, of the Target Company have consented to, authorized, and approved the Merger by unanimous written consent.

4. Permissibility under Law of Jurisdiction of Foreign Corporation. The Merger is permitted under the laws of the State of Delaware, which is the jurisdiction of formation of the Surviving Company, and the Merger is in compliance with such laws.

5. Surviving Company (Foreign Corporation). The Surviving Company (whose full legal name is ELITE SEM INC.) is a corporation organized and incorporated under the laws of the State of Delaware on January 24, 2017. The Surviving Company has not filed an Application for Authority to transact business as a foreign corporation in the State of New York, and will not conduct business in the State of New York until such Application for Authority has been filed.

6. Target Company (New York Corporation). The Target Company (whose full legal name is ELITE SEM INC.) filed its Certificate of Incorporation with the Department of State of the State of New York on April 29, 2004.

7. Service of Process in New York. The Surviving Company agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the Target Company previously amenable to suit in the State of New York, and for the enforcement under the Business Corporation Law of the right of the shareholders of the Target Company to receive payment for their shares against the Surviving Company, and it designates the Secretary of State of New York as its agent upon whom process against it may be served in the manner set forth in Paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is as follows: 142 W. 36th Street, Floor 11, New York, NY. 10018.

8. Payment for Shares. The Surviving Company agrees that, pursuant to Section 623 of the Business Corporation Law or any other applicable statute, the Surviving Company will promptly pay to the shareholders of the Target Company the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of the shareholders to receive payment for their shares.

9. Payment of Fees and Taxes.

(a) The Target Company hereby certifies that all fees and taxes, including penalties and interest, administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the Target Company domestic corporation have been paid, and that a cessation franchise tax report, estimated or final, through the anticipated date of the Merger has been filed by the Target Company.

(b) The Surviving Company (whose full legal name is ELITE SEM INC.) hereby agrees that, within thirty (30) days after the filing of the Certificate of Merger, it shall file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes, including penalties and interest, if any, due to the Department of Taxation and Finance by the Target Company.

10. Effective Date. The effective date of the Merger is the date upon which the New York Department of State has registered this Certificate.

[Signature blocks appear on following page.]

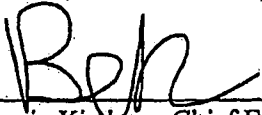
[Signature Page to Certificate of Merger]

Signed as of the 27th day of January, 2017.

TARGET COMPANY:

ELITE SEM INC., a New York corporation

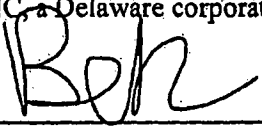
By:


Benjamin Kirshner, Chief Executive Officer

SURVIVING COMPANY:

ELITE SEM INC, a Delaware corporation

By:


Benjamin Kirshner, Chief Executive Officer

CT-07

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CERTIFICATE OF MERGER

OF

**ELITE SEM INC.
INTO
ELITE SEM INC.**

**UNDER SECTION 907 OF THE
BUSINESS CORPORATION LAW**

1.4
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 30 2017

TAXS _____

BY: _____

DN

**WILLIAM SHAHEEN
ONE TOWN CENTER ROAD, STE 301
BOCA RATON, FL 33486**

CUST REF 10342867 CS

RECEIVED

2017 JAN 30 AM 11:26

DRAWDOWN

2017 JAN 30 PM 12:00

FILED

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