

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM693283

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	09/30/2020		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PCAMERICA, LLC		09/30/2020	Limited Liability Company: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	XENIAL, INC.		
<b>Street Address:</b>	3420 Toringdon Way Suite 400		
<b>City:</b>	Charlotte		
<b>State/Country:</b>	NORTH CAROLINA		
<b>Postal Code:</b>	28277		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 7</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4052543	CASH REGISTER EXPRESS	
<b>Registration Number:</b>	4675512	PCAMERICA	
<b>Registration Number:</b>	4675511	PCAMERICA RETAIL AND RESTAURANT SOLUTION	
<b>Registration Number:</b>	4200919	RESTAURANT PRO EXPRESS	
<b>Registration Number:</b>	3446748	RESTAURANT PRO EXPRESS POINT OF SALE SOL	
<b>Registration Number:</b>	3446747	CASH REGISTER EXPRESS POINT OF SALE SOLU	
<b>Registration Number:</b>	3263634	PCAMERICA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2026725399		
<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>	202-672-5300		
<b>Email:</b>	IPDocketing@foley.com		
<b>Correspondent Name:</b>	Katherine P. Califa		
<b>Address Line 1:</b>	Foley & Lardner LLP		
<b>Address Line 2:</b>	3000 K Street, N.W., Sixth Floor		
<b>Address Line 4:</b>	Washington, D.C. 20007		
<b>NAME OF SUBMITTER:</b>	Katherine P. Califa		

OP \$190.00 4052543

<b>SIGNATURE:</b>	/Katherine P. Califa/
<b>DATE SIGNED:</b>	12/08/2021
<b>Total Attachments: 7</b> source=Agreement of Merger#page1.tif source=Agreement of Merger#page2.tif source=Agreement of Merger#page3.tif source=Evidence - Xenial Inc#page1.tif source=Evidence - Xenial Inc#page2.tif source=Evidence - Xenial Inc#page3.tif source=Evidence - Xenial Inc#page4.tif	

## AGREEMENT OF MERGER

Pursuant to this Agreement of Merger, dated as of the 30<sup>th</sup> day of September, 2020, Digital Dining, LLC, a Delaware limited liability company, Dinerware, LLC, a Delaware limited liability company, and PCAmerica, LLC, a Delaware limited liability company, shall be merged with and into Xenial, Inc., a Delaware corporation.

### SECTION 1 DEFINITIONS

1.1 Effective Time. “Effective Time” shall mean the date and time on which the Merger contemplated by this Agreement of Merger becomes effective pursuant to the laws of the State of Delaware, as determined in accordance with Section 2.2 of this Agreement of Merger.

1.2 Merging Companies. “Merging Companies” shall refer to Digital Dining, LLC, Dinerware, LLC, and PCAmerica, LLC.

1.3 Merger. “Merger” shall refer to the merger of the Merging Companies with and into the Surviving Corporation as provided in Section 2.1 of this Agreement of Merger.

1.4 Surviving Corporation. “Surviving Corporation” shall refer to Xenial, Inc.

### SECTION 2 TERMS OF MERGER

2.1 Merger. Subject to the terms and conditions of this Agreement of Merger, at the Effective Time, the Merging Companies shall be merged with and into the Surviving Corporation in accordance with applicable law. Xenial, Inc. shall be the Surviving Corporation resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Delaware under the name “Xenial, Inc.” The Merger shall be consummated pursuant to the terms of this Agreement of Merger, which has been approved by the sole member of the Merging Companies and by the Board of Directors and the sole stockholder of the Surviving Corporation.

2.2 Effective Time. The Merger contemplated by this Agreement of Merger shall be effective at 10:00 p.m. Eastern Time on September 30, 2020.

2.3 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation as it exists immediately prior to the Effective Time shall remain in full force and effect after the Effective Time until altered or amended.

2.4 Bylaws. The Bylaws of the Surviving Corporation as they exist immediately prior to the Effective Time shall not be amended by virtue of the Merger and shall remain the Bylaws of the Surviving Corporation until altered or amended.

2.5 Officers. The officers of the Surviving Corporation shall continue to serve as the officers of the Surviving Corporation and shall hold office from and after the Effective Time until their respective successors are elected and qualified or until the earlier of their respective deaths, resignations or removals.

2.6 Board of Directors. The Board of Directors of the Surviving Corporation shall continue to serve as the Board of Directors of the Surviving Corporation and shall hold office from and after the Effective Time until their respective successors are elected and qualified or until the earlier of their respective deaths, resignations or removals.

SECTION 3  
MANNER OF CONVERTING MEMBERSHIP INTERESTS AND SHARES

The issued and outstanding membership interests of the Merging Companies shall be cancelled and cease to exist by virtue of the Merger at the Effective Time. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and will be unaffected by the Merger.

SECTION 4  
FURTHER ASSURANCES

Each party to this Agreement of Merger agrees to take such actions as may be reasonably requested by the other party in order to more effectively consummate or document the transactions contemplated by this Agreement of Merger.


[Signatures on following page]

IN WITNESS WHEREOF, the undersigned business entities have caused this Agreement of Merger to be executed by their duly authorized representatives as of the date first above written.

**MERGING COMPANIES:**


Digital Dining, LLC, Dinerware, LLC, and  
PCAmerica, LLC

By: Xenial, Inc., each company's sole Member

By:   
\_\_\_\_\_  
David Green  
President, Treasurer, and Secretary

**SURVIVING CORPORATION:**

Xenial, Inc.

By:   
\_\_\_\_\_  
Name: David Green  
Title: President, Treasurer, and Secretary

# Delaware

The First State

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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:

"PCAMERICA, LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
"DIGITAL DINING, LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
"DINERWARE, LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
WITH AND INTO "XENIAL, INC." UNDER THE NAME OF "XENIAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2020, AT 8:19 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2020 AT 10 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

4924680 8100M  
SR# 20207553792

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

Authentication: 203765343  
Date: 09-30-20

**TRADEMARK**  
**REEL: 007523 FRAME: 0499**

**CERTIFICATE OF MERGER  
OF  
DIGITAL DINING, LLC  
(a Delaware limited liability company)**

**and**

**DINERWARE, LLC  
(a Delaware limited liability company  
and**

**PCAmerica, LLC  
(a Delaware limited liability company**

**WITH AND INTO  
XENIAL, INC.  
(a Delaware corporation)**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, Xenial, Inc., a Delaware corporation, executes the following Certificate of Merger:

1. The name and state of domicile of each of the constituent entities which are to merge are:

<u>Name</u>	<u>Domicile</u>
Digital Dining, LLC	Delaware
Dinerware, LLC	Delaware
PCAmerica, LLC	Delaware
Xenial, Inc.	Delaware

2. The name of the surviving corporation is Xenial, Inc., a Delaware corporation.
3. An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent companies.
4. The executed Agreement of Merger is on file at the principal place of business of Xenial, Inc. which is located at 10 Glenlake Pkwy, North Tower, Atlanta, GA 30328.
5. A copy of the Agreement of Merger will be furnished by Xenial, Inc., on request and without cost, to any member of Digital Dining, LLC, Dinerware, LLC, PCAmerica, LLC, or any stockholder of Xenial, Inc.

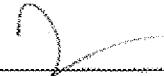
6. The Certificate of Incorporation of Xenial, Inc. shall be the Certificate of Incorporation of the surviving corporation.
7. The merger shall be effective at 10:00 p.m. Eastern Time on September 30, 2020.

*[Signature on following page]*



IN WITNESS WHEREOF, Xenial, Inc. has caused this Certificate of Merger to be signed by a duly authorized officer this 30th day of September, 2020.

XENIAL, INC.

By:   
Name: David Green  
Title: President, Treasurer, and Secretary

*[Signature Page to Step 1 Certificate of Merger]*