

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM694408

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Express Messenger Systems, Inc.		12/16/2020	Corporation:
RECEIVING PARTY DATA			
Name:	OnTrac Logistics, Inc.		
Street Address:	2501 S. Price Road, Suite 201		
City:	Chandler		
State/Country:	ARIZONA		
Postal Code:	85286		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 24			
Property Type	Number	Word Mark	
Registration Number:	6485438	ONTRAC LOGISTICS NETWORK	
Serial Number:	90364618	ONTRAC LOGISTICS	
Serial Number:	90290497	ONTRAC LOGISTICS	
Registration Number:	6482946	ONTRAC ON-TIME FOR LESS	
Registration Number:	6482857	ONTRAC LOGISTICS NETWORK	
Registration Number:	6543441	ONTRAC ON-TIME DELIVERY FOR LESS	
Registration Number:	6405523	ON TIME FOR LESS	
Registration Number:	6272789	ONTRAC	
Registration Number:	6262053	ONTRAC	
Registration Number:	6260530	ONTRAC GROUND	
Registration Number:	6179161	DIRECTPOST	
Registration Number:	6023449	ONTRAC INTERNATIONAL MAIL	
Registration Number:	4396251	ONTRAC INTERNATIONAL MAIL	
Registration Number:	4396240	ONTRAC INTERNATIONAL MAIL	
Registration Number:	4099000	ONTRAC	
Registration Number:	4025547	ONTRAC ON TIME DELIVERY FOR LESS	
Registration Number:	2976142	WEBONTRAC	
Registration Number:	4317324	ONTRAC	
Registration Number:	2878555	ON TIME DELIVERY FOR LESS	

OP \$615.00 6485438

Property Type	Number	Word Mark
Registration Number:	2578112	CALIFORNIA OVERNIGHT
Registration Number:	2591082	CALIFORNIA OVERNIGHT
Registration Number:	2149223	SELECTMAIL
Registration Number:	1458648	EM
Registration Number:	1455687	EXPRESS MESSENGER

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: 4159562600

Email: frank@schwartz-cera.com

Correspondent Name: Frank J. Gilbert

Address Line 1: 90 New Montgomery Street

Address Line 2: Suite 1250

Address Line 4: San Francisco, CALIFORNIA 94105

NAME OF SUBMITTER:	Frank J. Gilbert
SIGNATURE:	/frank j. gilbert/
DATE SIGNED:	12/13/2021

Total Attachments: 6
source=Amendment to Charter - Name Change - Express Messenger Systems to OnTrac Logistics#page1.tif
source=Amendment to Charter - Name Change - Express Messenger Systems to OnTrac Logistics#page2.tif
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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 RESTATED CERTIFICATE OF "EXPRESS MESSENGER SYSTEMS, INC.", CHANGING ITS NAME FROM "EXPRESS MESSENGER SYSTEMS, INC." TO "ONTRAC LOGISTICS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF DECEMBER, A.D. 2020, AT 11:52 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2034717 8100
SR# 20208668254

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

Authentication: 204341256
Date: 12-16-20

TRADEMARK
REEL: 007527 FRAME: 0744

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
EXPRESS MESSENGER SYSTEMS, INC.**

December 16, 2020

Express Messenger Systems, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: The name of the Corporation is hereby changed to "OnTrac Logistics, Inc." BGD Corp. is the name under which the Corporation was originally incorporated. The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware is May 7, 1984.

SECOND: This Second Amended and Restated Certificate of Incorporation restates and integrates and amends in its entirety the Amended and Restated Certificate of Incorporation of the Corporation, as was amended from time to time, to read in full as set forth on Exhibit A attached hereto.

THIRD: The Corporation's Board of Directors duly adopted resolutions proposing to amend and restate the Amended and Restated Certificate of Incorporation of the Corporation, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its stockholders, and calling for consideration of said proposed amendment and restatement by the stockholders of the Corporation. The resolution setting forth the amendment and restatement is as follows:

RESOLVED, that the second amendment and restatement of the Corporation's Amended and Restated Certificate of Incorporation in the form attached hereto as Exhibit A is hereby declared advisable and approved and adopted and that it is hereby directed that such amendment and restatement be submitted for approval and adoption by the stockholders of the Corporation.

FOURTH: This Second Amended and Restated Certificate of Incorporation was duly adopted by written consent of the stockholders in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

FIFTH: Pursuant to Section 103(d) of the General Corporation Law of the State of Delaware, this Second Amended and Restated Certificate of Incorporation shall become effective upon filing with the Secretary of State of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Second Amended and Restated Certificate of Incorporation to be executed as of the first date written above.

EXPRESS MESSENGER SYSTEMS, INC.


By: 
Name: Thomas Fischer
Title: Chief Financial Officer

EXHIBIT A

**SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ONTRAC LOGISTICS, INC.**

1. Name. The name of the Corporation is OnTrac Logistics, Inc.
2. Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.
3. Purpose. The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware ("DGCL") and to possess and exercise all of the powers and privileges granted by such law and any other law of Delaware.
4. Authorized Capital. The aggregate number of shares of stock which the Corporation shall have authority to issue is 200,000 shares of Class A Common Stock, par value 0.01 per share (the "Class A Common Stock").
 - a. Voting Rights. The holders of Class A Common Stock shall be entitled to one vote per share on all matters to be voted on by stockholders of the Corporation, except as required by applicable law or as otherwise provided herein. Each holder of Class A Common Stock shall be entitled at all elections of directors to as many votes as shall equal the number of votes which such holder would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and such holder may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as such holder may see fit, and to one vote for each share upon all other matters.
 - b. Dividends. Holders of Class A Common Stock shall be entitled to receive ratably on a per share basis such dividends as may be declared or paid by the Board of Directors with respect to shares of Class A Common Stock, whether in cash, property or securities of the Corporation.
 - c. Distribution of Assets. In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, holders of Class A Common Stock shall be entitled to receive a *pro rata* portion of all of the remaining assets of the Corporation available for distribution to its stockholders based on the number of shares of Class A Common Stock outstanding.
 - d. Registration of Transfer. The Corporation shall keep at its principal office (or such other place as the Corporation reasonably designates) a register for the registration of shares of Class A Common Stock. Upon the surrender of any certificate representing shares of Class A Common Stock at such place, the Corporation shall, at the request of the registered holder

of such certificate (subject to compliance with applicable laws), execute and deliver a new certificate or certificates in exchange therefor representing in the aggregate the number of shares of Class A Common Stock represented by the surrendered certificate, and the Corporation forthwith shall cancel such surrendered certificate. Each such new certificate shall be registered in such name and shall represent such number of shares of Class A Common Stock as is requested by the holder of the surrendered certificate and shall be substantially identical in form to the surrendered certificate. The issuance of new certificates shall be made without charge to the holders of the surrendered certificates for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such issuance.

e. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered holder shall be satisfactory) of the ownership and the loss, theft, destruction or mutilation of any certificate evidencing one or more shares of Class A Common Stock, and in the case of any such loss, theft, or destruction, upon receipt of indemnity reasonably satisfactory to the Corporation (provided that if the holder is a financial institution or other institutional investor its own agreement to indemnify the Corporation shall be satisfactory), or, in the case of any such mutilation upon surrender of such certificate, the Corporation shall (at its expense) execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such class represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

f. Notices. All notices referred to herein shall be in writing, shall be delivered personally or by first class mail, postage prepaid, and shall be deemed to have been given when so delivered or mailed to the Corporation at its principal executive offices and to any stockholder at such holder's address as it appears in the stock records of the Corporation (unless otherwise specified in a written notice to the Corporation by such holder).

5. Bylaws. In furtherance and not in limitation of the powers conferred by law, the Board of Directors is authorized to adopt, amend or repeal the bylaws of the Corporation, except as otherwise specifically provided therein, subject to the powers of the stockholders of the Corporation to amend or repeal any bylaws adopted by the Board of Directors.

6. Elections of Directors. Elections of directors need not be by written ballot unless and except to the extent the bylaws of the Corporation, or the provisions of any stockholders agreement then in effect to which the Corporation is bound, shall so provide.

7. Stockholder Written Consent Authorized. Any action required to be taken, or which may be taken, at any meeting of stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of shares of outstanding capital stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of stock entitled to vote thereon were present and voted and shall be delivered to the Corporation by delivery to its registered office in Delaware, its principal place of business, or an officer or agent of the Corporation having custody of the book in which proceedings of meetings of stockholders are recorded; provided, however, that notice of the taking of corporate action by less than unanimous written consent shall be given to the stockholders who have not consented in writing in the manner provided by the DGCL.

8. Business Combinations with Interested Stockholders. The Corporation elects not to be governed by section 203 of the DGCL immediately upon filing of this certificate pursuant to DGCL section 203(b)(3).

9. Right to Amend. The Corporation reserves the right to amend or repeal any provision contained in this Second Amended and Restated Certificate of Incorporation as the same may from time to time be in effect in the manner now or hereafter prescribed by law, and all rights, preferences and privileges conferred on stockholders, directors or others hereunder are subject to such reservation.

10. Limitation on Liability. The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now or hereafter become available under the DGCL. Without limiting the generality of the foregoing, to the fullest extent permitted by the DGCL, as it exists on the date hereof or as it may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Section 10 or any adoption of any provision of this Second Amended and Restated Certificate of Incorporation inconsistent with this Section 10 shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal, modification or adoption.

11. Exclusive Forum. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery in the State of Delaware shall be the sole and exclusive forum for any stockholder (including a beneficial owner) to bring (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim against the Corporation, its directors, officers or employees arising pursuant to any provision of the DGCL or this Second Amended and Restated Certificate of Incorporation or the Corporation's bylaws or (iv) any action asserting a claim against the Corporation, its directors, officers or employees governed by the internal affairs doctrine, except for, as to each of (i) through (iv) above, any claims as to which the Court of Chancery determines that there is an indispensable party not subject to the jurisdiction of the Court of Chancery (and the indispensable party does not consent to the personal jurisdiction of the Court of Chancery within ten days following such determination), which is vested by the exclusive jurisdiction of a court of forum other than the Court of Chancery, or for which the Court of Chancery does not have subject matter jurisdiction.