

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM704551

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	08/24/2021
RESUBMIT DOCUMENT ID:	900661048

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EINSTEIN MERGER CORP. I		08/24/2021	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
SMARTRENT.COM, INC.	08/24/2021	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	SmartRent Technologies, Inc.
Street Address:	18835 N Thompson Peak Parkway, Suite 300
City:	Scottsdale
State/Country:	ARIZONA
Postal Code:	85255
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	88296361	SMARTRENT
Serial Number:	88296381	ALLOY HOME
Serial Number:	88296376	
Serial Number:	88296393	SMARTRENT
Serial Number:	88296399	A
Serial Number:	88296407	ALLOY HOME

CORRESPONDENCE DATA

Fax Number: 4156597357

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: 415.836.2506

Email: TMDocket@us.dlapiper.com

Correspondent Name: Gina Durham, Esq.

Address Line 1: 555 Mission Street, Suite 2400

TRADEMARK

Address Line 2: DLA Piper LLP (US) -- 421951-900100
Address Line 4: San Francisco, CALIFORNIA 94105-2933

ATTORNEY DOCKET NUMBER: 421951-900100

NAME OF SUBMITTER: Jordan Chisek, Esq. of DLA Piper LLP (U

SIGNATURE: /Jordan Chisek/

DATE SIGNED: 01/25/2022

Total Attachments: 6

source=Einstein Merger Corp. I-DE-Merger (Discontinuing Company)#page1.tif

source=Einstein Merger Corp. I-DE-Merger (Discontinuing Company)#page2.tif

source=Einstein Merger Corp. I-DE-Merger (Discontinuing Company)#page3.tif

source=Einstein Merger Corp. I-DE-Merger (Discontinuing Company)#page4.tif

source=Einstein Merger Corp. I-DE-Merger (Discontinuing Company)#page5.tif

source=Einstein Merger Corp. I-DE-Merger (Discontinuing Company)#page6.tif

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:

"EINSTEIN MERGER CORP. I", A DELAWARE CORPORATION,
WITH AND INTO "SMARTRENT.COM, INC." UNDER THE NAME OF
"SMARTRENT TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF AUGUST,
A.D. 2021, AT 9:31 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

6209150 8100M
SR# 20213059626

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

Authentication: 203991044
Date: 08-24-21

TRADEMARK
REEL: 007539 FRAME: 0373

CERTIFICATE OF MERGER

of

EINSTEIN MERGER CORP. I,
(a Delaware corporation)

with and into

SMARTRENT.COM, INC.
(a Delaware corporation)

Pursuant to Section 251 of the Delaware General Corporation Law (the “DGCL”), SmartRent.com, Inc., a Delaware corporation (the “Company”), in connection with the merger of Einstein Merger Corp. I, a Delaware corporation (“Merger Sub”), with and into the Company (the “Merger”), hereby certifies the following information relating to the Merger:

FIRST: The name and state of incorporation of each of the constituent corporations (the “Constituent Corporations”) participating in the merger herein certified (the “Merger”) are:

- (i) Einstein Merger Corp. I, which is incorporated under the laws of the State of Delaware; and
- (ii) SmartRent.com, Inc., which is incorporated under the laws of the State of Delaware.

SECOND: A Merger Agreement, dated as of April 21, 2021, between Fifth Wall Acquisition Corp. I, a Delaware corporation (the “Acquiror”), the Company and Merger Sub (the “Merger Agreement”) has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the DGCL.

THIRD: The Company shall be the surviving corporation in the Merger, and the name of the surviving corporation shall be “SmartRent Technologies, Inc.” (the “Surviving Corporation”).

FOURTH: At the effective time of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated by reason of the Merger to read in its entirety as set forth in Exhibit A attached hereto and shall be the Amended and Restated Certificate of Incorporation of the Surviving Corporation until further amended in accordance with the provisions of the DGCL.

FIFTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the DGCL.

SIXTH: An executed copy of the Merger Agreement is on file at an office of the Surviving Corporation, the address of which is as follows:

c/o SmartRent Technologies, Inc.
18835 N Thompson Peak Parkway Suite 300
Scottsdale, AZ 85255

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be duly executed by its authorized officer.

Dated: August 24, 2021

SMARTRENT.COM, INC.

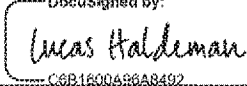
By:  DocuSigned by:
C6B1800688A8492
Name: Lucas Haldeman
Title: Chief Executive Officer

Exhibit A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

SMARTRENT TECHNOLOGIES, INC.

I.

The name of this corporation is SmartRent Technologies, Inc. (the "*Corporation*").

II.

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Corporation Trust Center, Wilmington, DE 19801, New Castle County. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

III.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware ("*DGCL*").

IV.

The Corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is One Thousand (1,000) shares, with each share having a par value of \$0.0001.

V.

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its board of directors ("*Board of Directors*"). The number of directors which shall constitute the whole board of Directors shall be fixed by the Board of Directors in the manner provided in the bylaws of the Corporation ("*Bylaws*").

B. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

VI.

A. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL or any other law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

B. Any repeal or modification of this Article VI shall be prospective and shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

VII.

A. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which DGCL permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL. Any amendment, repeal, or modification of the foregoing provisions will not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

VIII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

IX.

The Corporation is to have perpetual existence.