

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM721651

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	09/22/2021		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MoneyLion Inc.		09/22/2021	Corporation: DELAWARE
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
MoneyLion Technologies Inc.	09/22/2021	Corporation: DELAWARE	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	MoneyLion Technologies Inc.		
<b>Street Address:</b>	30 W 21st Street, Floor 9		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10010		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 18</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5796390	AMERICA'S FASTEST LOAN	
<b>Registration Number:</b>	5457417		
<b>Registration Number:</b>	5856311	LIONOMICS	
<b>Registration Number:</b>	6003891		
<b>Registration Number:</b>	5184702		
<b>Registration Number:</b>	5184701	LIONLOANS	
<b>Registration Number:</b>	5687160	FIT MONEY	
<b>Registration Number:</b>	5827649	CUB ACCOUNT	
<b>Registration Number:</b>	6030281	IIA INVEST IN AMERICA BY MONEYLION	
<b>Registration Number:</b>	5194293	LIONPAY	
<b>Registration Number:</b>	5828805		
<b>Registration Number:</b>	5866802	AMERICA'S MOST POWERFUL FINANCIAL MEMBER	
<b>Registration Number:</b>	5986055	FINANCIAL HEARTBEAT	
<b>Registration Number:</b>	5857575		

CH \$465.00 5796390

Property Type	Number	Word Mark
Registration Number:	5194292	MONEYLION
Serial Number:	88248696	HERE WE ROAR
Serial Number:	88237723	HERE WE ROAR
Serial Number:	88306892	LIONOMICS

**CORRESPONDENCE DATA**

**Fax Number:** 4156597333

*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:** tmfilings@dlapiper.com

**Correspondent Name:** Gina Durham, Esq.

**Address Line 1:** 555 Mission Street, Suite 2400

**Address Line 4:** San Francisco, CALIFORNIA 94105-2933

<b>ATTORNEY DOCKET NUMBER:</b>	429514-900100
<b>NAME OF SUBMITTER:</b>	Aislinn N. Smalling, Esq.
<b>SIGNATURE:</b>	/Aislinn Smalling/
<b>DATE SIGNED:</b>	04/15/2022

**Total Attachments: 6**

source=MoneyLion Technologies Inc. Merger Certificate and Articles of Incorporation - Sept 2021#page1.tif  
source=MoneyLion Technologies Inc. Merger Certificate and Articles of Incorporation - Sept 2021#page2.tif  
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source=MoneyLion Technologies Inc. Merger Certificate and Articles of Incorporation - Sept 2021#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:

"ML MERGER SUB INC.", A DELAWARE CORPORATION,  
WITH AND INTO "MONEYLION INC." UNDER THE NAME OF "MONEYLION 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-SECOND DAY OF SEPTEMBER, A.D. 2021, AT 3:20 O`CLOCK P.M.



5403711 8100M  
SR# 20213315858

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

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 204224578  
Date: 09-22-21

**TRADEMARK**  
**REEL: 007715 FRAME: 0003**

## CERTIFICATE OF MERGER

of

**ML MERGER SUB INC.**  
(a Delaware corporation)

with and into

**MONEYLION INC.**  
(a Delaware corporation)

Pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), MoneyLion Inc., a Delaware corporation (the "Company"), hereby certifies the following information relating to the merger of ML Merger Sub Inc., a Delaware corporation (the "Merging Entity"), with and into the Company, with the Company surviving the merger (the "Merger"):

**FIRST:** The name and state of incorporation of each of the constituent corporations party to the Merger (the "Constituent Companies") is as set forth below:

<u>Name</u>	<u>State of Incorporation</u>
MoneyLion Inc.	Delaware
ML Merger Sub Inc.	Delaware

**SECOND:** The Agreement and Plan of Merger, dated as of February 11, 2021 (as amended on June 28, 2021 and September 4, 2021 and as it may be further amended, supplemented or otherwise modified from time to time in accordance with its terms, the "Merger Agreement"), by and among the Company, Fusion Acquisition Corp., a Delaware corporation, and the Merging Entity, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Companies in accordance with Section 251(c) and Section 228 of the DGCL.

**THIRD:** The Merger shall become effective as of the time of filing this Certificate of Merger.

**FOURTH:** The name of the entity surviving the Merger is MoneyLion Technologies Inc. (the "Surviving Entity").

**FIFTH:** The certificate of incorporation of the Surviving Entity shall be amended and restated in its entirety as set forth on Exhibit A attached hereto.

**SIXTH:** The executed Merger Agreement is on file at the office of the Surviving Entity, located at 30 W 21<sup>st</sup> Street, Floor 9, New York, NY 10010.

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

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed on the 22<sup>nd</sup> day of September, 2021.

**MoneyLion Inc.**

DocuSigned by:  
*Diwakar Choubey*  
By: \_\_\_\_\_  
Name: Diwakar Choubey  
Title: Chief Executive Officer

[Signature Page to Certificate of Merger]

**TRADEMARK**  
**REEL: 007715 FRAME: 0005**

EXHIBIT A

Certificate of Incorporation

See attached.

**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**MONEYLION TECHNOLOGIES INC.**

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FIRST: The name of the corporation is MoneyLion Technologies Inc. (the "Corporation").

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

THIRD: The purpose of the Corporation is to engage, directly or indirectly, in any lawful act or activity for which corporations may be organized under the DGCL.

FOURTH: The total authorized capital stock of the Corporation shall be 1,000 shares of common stock, \$0.0001 par value per share.

FIFTH: The business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation (the "Board of Directors") except as otherwise provided by law. The number of directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws of the Corporation (the "Bylaws"). Election of directors need not be by written ballot unless the Bylaws shall so provide.

SIXTH: The Board of Directors may make, alter or repeal the Bylaws except as otherwise provided in the Bylaws adopted by the Corporation's stockholders.

SEVENTH: To the fullest extent permitted by the DGCL, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that nothing contained in this Article SEVENTH shall eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (c) under Section 174 of the DGCL (or any successor provision) or (d) for any transaction from which the director derived an improper personal benefit. If the DGCL is hereafter amended to authorize, with or without the approval of a corporation's stockholders, further reduction in the liability of such corporation's directors for breach of fiduciary duty, then a director of the Corporation shall not be liable for any such breach to the fullest extent permitted by the DGCL, as so amended. Any repeal or modification of this Article SEVENTH or the adoption of any provision of this Certificate of Incorporation inconsistent with this Article SEVENTH shall only be prospective and shall not adversely affect the rights of

any director of the Corporation under this Article SEVENTH in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

EIGHTH: To the fullest extent permitted by applicable laws of the State of Delaware, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and other agents of the Corporation (and to any other persons to which DGCL permits the Corporation to provide indemnification), through by-law provisions, agreements with any such director, officer, employee or other agent or other person, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL (or any successor provision), subject only to limitations (if any) imposed by the provisions of applicable law (statutory or non-statutory) with respect to actions for breach of duty to a corporation, its stockholders and others. Any repeal or modification of any of the foregoing provisions of this Article EIGHTH, by amendment of this Article EIGHTH or by operation of law, shall not adversely affect any right or protection of a director, officer, employee or other agent or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such repeal or modification.

NINTH: Subject to the last sentence of each of Article SEVENTH and Article EIGHTH, the Corporation reserves the right at any time, and from time to time, 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 and privileges conferred herein upon the Corporation's stockholders, directors and officers or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this Article NINTH.