

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM751000

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	01/01/2022

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Maxcess Americas, Inc.		01/01/2022	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Maxcess International Corporation	01/01/2022	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Maxcess International Corporation
Street Address:	1211 W. 22nd St., Suite 804
City:	Oak Brook
State/Country:	ILLINOIS
Postal Code:	60523
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	97318920	VISIONCONNECT
Serial Number:	97318918	VISIONMAX
Registration Number:	5679015	D-MAX
Registration Number:	5568305	VALLEYROLLER
Registration Number:	5287654	CYCLONE
Registration Number:	5312499	WI-FIFE
Registration Number:	3998046	ULTIMATE VAL-COAT
Registration Number:	2533763	WEBEX
Registration Number:	2455447	WEBEX
Registration Number:	3380014	TRUWIDE
Registration Number:	3284162	SPYDER
Registration Number:	3058027	POLARIS
Registration Number:	2957480	POLARIS
Registration Number:	1968455	TIDLAND

TRADEMARK

REEL: 007831 FRAME: 0089

900716000

OP \$515.00 97318920

Property Type	Number	Word Mark
Registration Number:	1184489	KAMBEROLLER
Registration Number:	1180874	PERMA-TORK
Registration Number:	1591713	ESP
Registration Number:	1245043	ADJUSTA-GUIDE
Registration Number:	1218189	MAGPOWR
Registration Number:	0814966	FIFE

CORRESPONDENCE DATA

Fax Number: 7172375300
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: 7172328000
Email: trademarks@mcneeslaw.com
Correspondent Name: Kristen J. Grendzinski
Address Line 1: 100 Pine Street
Address Line 4: Harrisburg, PENNSYLVANIA 17101

ATTORNEY DOCKET NUMBER:	40157.0002/3038
NAME OF SUBMITTER:	Kristen J. Grendzinski
SIGNATURE:	/Kristen J. Grendzinski/
DATE SIGNED:	08/24/2022

Total Attachments: 6
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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 OWNERSHIP, WHICH MERGES:

"MAXCESS INTERNATIONAL CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "MAXCESS AMERICAS, INC." UNDER THE NAME OF "MAXCESS INTERNATIONAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 2021, AT 8:04 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2022 AT 12:01 O'CLOCK A.M.



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.

4402902 8100M
SR# 20214109339

Authentication: 205008760
Date: 12-16-21

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

TRADEMARK
REEL: 007831 FRAME: 0091

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MAXCESS INTERNATIONAL CORPORATION

INTO

MAXCESS AMERICAS, INC.

* * * * *

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), Maxcess International Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify to the following information relating to the merger (the "Merger") of the Company with and into Maxcess Americas, Inc., a Delaware corporation (the "Subsidiary"), with the Subsidiary remaining as the surviving corporation:

1. The Company owns all of the outstanding shares of each class of capital stock of the Subsidiary.
2. The Board of Directors of the Company, by resolutions duly adopted by unanimous written consent on December 13, 2021 and attached hereto as Exhibit A, determined to merge the Company with and into the Subsidiary and to change the Subsidiary's name to "Maxcess International Corporation" pursuant to Section 253 of the DGCL. The sole holder of all of the outstanding shares of each class of capital stock of the Company approved the Merger by written consent on December 13, 2021.
3. The Subsidiary shall be the surviving corporation of the Merger.
4. The Certificate of Incorporation of the Subsidiary, as in effect immediately prior to the Merger, shall be amended and restated in its entirety as attached hereto as Exhibit B.
5. The Certificate of Ownership and Merger and the Merger shall become effective at 12:01 a.m. on January 1, 2022.

IN WITNESS WHEREOF, the Company and the Subsidiary have caused this Certificate of Ownership and Merger to be signed by authorized officers this 16th day of December, 2021.

MAXCESS INTERNATIONAL CORPORATION

By: /s/ Caspar Baert
Name: Caspar Baert
Title: Vice President, CFO & Secretary

MAXCESS AMERICAS, INC.

By: /s/ Caspar Baert
Name: Caspar Baert
Title: CFO, Secretary & Treasurer

EXHIBIT A

BOARD RESOLUTIONS OF THE COMPANY

WHEREAS, Maxcess International Corporation, a Delaware corporation (the "Company"), owns 100% of the issued and outstanding shares of common stock of Maxcess Americas, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, RTMS Holding Company, a Delaware corporation ("RTMS"), owns 100% of the issued and outstanding shares of capital stock of the Company; and

WHEREAS, it is deemed advisable and in the best interests of the Company that the Company merge with and into the Subsidiary, with the Subsidiary as the surviving corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that the Company be merged with and into the Subsidiary pursuant to Section 253 of the Delaware General Corporation Law (the "Merger"), so that the separate existence of the Company shall cease as soon as the Merger shall become effective, and the Subsidiary shall continue as the surviving corporation (the "Surviving Corporation"); and

FURTHER RESOLVED, that (i) all of authorized shares of each class of capital stock of the Company, including all of the shares of capital stock of the Company issued to RTMS immediately prior to the effectiveness of the Merger, shall, by virtue of the Merger and without any action on the part of the Company or RTMS, automatically be surrendered and cancelled and shall cease to exist, and (ii) upon surrender of any certificates therefor, the Surviving Corporation shall issue to RTMS 1,000 shares of the common stock of the Surviving Corporation, par value \$0.01 per share, which shares upon issuance shall represent one-hundred percent (100%) of the issued and outstanding capital stock of the Surviving Corporation; and

FURTHER RESOLVED, that (a) upon effectiveness of the Merger, the Subsidiary's name shall be changed to Maxcess International Corporation, and (b) the Certificate of Incorporation of the Subsidiary shall be amended and restated in its entirety in the form presented to the Board of Directors and shall be the Certificate of Incorporation of the Surviving Corporation; and

FURTHER RESOLVED, that the Merger shall become effective at 12:01 a.m. on January 1, 2022; and

FURTHER RESOLVED, that the Merger shall be submitted to the sole stockholder of the Company for approval by written consent; and

FURTHER RESOLVED, that the Chief Executive Officer, President, Vice President, Chief Financial Officer, Secretary, and any other officer of the Company (each such person, an "Authorized Officer") be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of Delaware and pay any fees related to such filing; and

FURTHER RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver, and file all such further agreements, certificates, instruments, and documents, in the name and on behalf of the Company, and if requested or required, under its corporate seal duly attested by the Secretary or Assistant Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

EXHIBIT B

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF MAXCESS INTERNATIONAL CORPORATION**

FIRST: The name of the corporation shall be: Maxcess International Corporation

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

THIRD: The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of stock and the par value which this corporation is authorized to issue is: 1,000 Shares of Common Stock; par value \$0.01.

FIFTH: The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the corporation, except as otherwise specifically provided therein.

SIXTH: 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 General Corporation Law of Delaware. Without limiting the generality of the foregoing, 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, 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 Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Sixth Article shall be prospective only, 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 or modification.