

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM806062

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CTM Group, Inc.		04/05/2023	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	VENUplus Inc.		
<b>Street Address:</b>	9 Northeastern Blvd.		
<b>City:</b>	Salem		
<b>State/Country:</b>	NEW HAMPSHIRE		
<b>Postal Code:</b>	03079		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4643782	PENNYCOLLECTOR	
<b>Registration Number:</b>	4203400	IREALITY	
<b>Registration Number:</b>	3780721	THE PENNY PASSPORT	
<b>Registration Number:</b>	2201210	THE PENNY MEN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3128637867		
<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>	3128637267		
<b>Email:</b>	jaclyn.digrande@goldbergekohn.com		
<b>Correspondent Name:</b>	Jaclyn Di Grande - Paralegal		
<b>Address Line 1:</b>	Goldberg Kohn Ltd.		
<b>Address Line 2:</b>	55 E Monroe St., Ste 3300		
<b>Address Line 4:</b>	Chicago, ILLINOIS 60603		
<b>ATTORNEY DOCKET NUMBER:</b>	7023.052		
<b>NAME OF SUBMITTER:</b>	Jaclyn Di Grande		
<b>SIGNATURE:</b>	/jaclyn di grande/		
<b>DATE SIGNED:</b>	04/26/2023		
<b>Total Attachments: 6</b>			

OP \$115.00 4643782

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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 RESTATED CERTIFICATE OF "CTM GROUP, INC.", CHANGING ITS NAME FROM "CTM GROUP, INC." TO "VENUPLUS INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF APRIL, A.D. 2023, AT 5:14 O`CLOCK P.M.



  
Jeffrey W. Bullock, Secretary of State

3480662 8100  
SR# 20231310794

Authentication: 203089123  
Date: 04-05-23

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

**TRADEMARK**  
**REEL: 008059 FRAME: 0564**

**SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CTM GROUP, INC.**

CTM Group, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware as the same may be amended from time to time (the "DGCL"), does hereby certify:

1. The Corporation's original certificate of incorporation was filed on January 15, 2002 with the Secretary of State.

2. This Second Amended and Restated Certificate of Incorporation (this "Second A&R Certificate") amends and restates in its entirety the Corporation's amended and restated certificate of incorporation filed with the Secretary of State on November 30, 2018 (the "Current Certificate").

3. This Second A&R Certificate has been duly adopted and written consent has been given in accordance with the provisions of Sections 141(f), 228, 242, and 245 of the DGCL by the board of directors and stockholders of the Corporation.

The Current Certificate is hereby amended and restated so as to read in its entirety as follows:

**ARTICLE ONE**

The name of the corporation is VENUplus Inc.

**ARTICLE TWO**

The address of the corporation's registered office in the State of Delaware is 850 New Burton Road, Suite 201, Dover, Kent County, Delaware 19904. The name of its registered agent at such address is Cogency Global Inc.

**ARTICLE THREE**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE FOUR**

The total number of shares of stock which the corporation has authority to issue is ten thousand (10,000) shares of Common Stock, par value of \$0.01 per share, and ten thousand (10,000) shares of Preferred Stock, par value of \$0.01 per share.

## **ARTICLE FIVE**

The board of directors is hereby expressly authorized to provide, out of the unissued shares of Preferred Stock, for one or more series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional, or other special rights, if any, and any qualifications, limitations, or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

## **ARTICLE SIX**

The corporation is to have perpetual existence.

## **ARTICLE SEVEN**

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the by-laws of the corporation.

## **ARTICLE EIGHT**

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws of the corporation may provide. The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation. Election of directors need not be by written ballot unless the by-laws of the corporation so provide.

## **ARTICLE NINE**

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this ARTICLE NINE shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

## **ARTICLE TEN**

The corporation expressly elects not to be governed by § 203 of the General Corporation Law of the State of Delaware.

## **ARTICLE ELEVEN**

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 herein

and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

## ARTICLE TWELVE

(A) In recognition and anticipation that (i) certain directors, principals, officers, employees and/or other representatives of Z Capital Partners, L.L.C. ("Z Capital Partners") and its Affiliates (as defined below) may serve as directors, officers or agents of the corporation, (ii) Z Capital Partners and its Affiliates may now engage and may continue to engage in the same or similar activities or related lines of business as those in which the corporation, directly or indirectly, may engage and/or other business activities that overlap with or compete with those in which the corporation, directly or indirectly, may engage, and (iii) members of the board of directors of the corporation who are not employees of the corporation ("Non-Employee Directors") and their respective Affiliates may now engage and may continue to engage in the same or similar activities or related lines of business as those in which the corporation, directly or indirectly, may engage, the provisions of this ARTICLE TWELVE are set forth to regulate and define the conduct of certain affairs of the corporation with respect to certain classes or categories of business opportunities as they may involve any of Z Capital Partners, the Non-Employee Directors or their respective Affiliates and the powers, rights, duties and liabilities of the corporation and its directors, officers and stockholders in connection therewith.

(B) None of (i) Z Capital Partners or any of its Affiliates or (ii) any Non-Employee Director or his or her Affiliates (the Persons (as defined below) identified in (i) and (ii) above being referred to, collectively, as "Identified Persons") shall, to the fullest extent permitted by law, have any duty to refrain from directly or indirectly (1) engaging in the same or similar business activities or lines of business in which the corporation or any of its Affiliates now engages or proposes to engage or (2) otherwise competing with the corporation or any of its Affiliates, and, to the fullest extent permitted by law, no Identified Person shall be liable to the corporation or its stockholders or to any Affiliate of the corporation for breach of any fiduciary duty solely by reason of the fact that such Identified Person engages in any such activities. To the fullest extent permitted by law, the corporation hereby renounces any interest or expectancy in, or right to be offered an opportunity to participate in, any business opportunity which may be a corporate opportunity for an Identified Person and the corporation or any of its Affiliates, except as provided in Section (C) of this ARTICLE TWELVE. Subject to said Section (C) of this ARTICLE TWELVE, in the event that any Identified Person acquires knowledge of a potential transaction or other business opportunity which may be a corporate opportunity for itself, herself or himself and the corporation or any of its Affiliates, such Identified Person shall, to the fullest extent permitted by law, have no duty to communicate or offer such transaction or other business opportunity to the corporation or any of its Affiliates and, to the fullest extent permitted by law, shall not be liable to the corporation or its stockholders or to any Affiliate of the corporation for breach of any fiduciary duty as a stockholder, director or officer of the corporation solely by reason of the fact that such Identified Person pursues or acquires such corporate opportunity for itself, herself or himself, or offers or directs such corporate opportunity to another Person.

(C) The corporation does not renounce its interest in any corporate opportunity offered to any Non-Employee Director if such opportunity is expressly offered to such person solely in his or her capacity as a director or officer of the corporation, in which event the provisions of Section (B) of this ARTICLE TWELVE shall not apply to any such corporate opportunity.

(D) In addition to and notwithstanding the foregoing provisions of this ARTICLE TWELVE, a corporate opportunity shall not be deemed to be a potential corporate opportunity for the corporation if it is a business opportunity that (i) the corporation is either financially or legally unable, or not contractually permitted, to undertake, (ii) from its nature, is not in the line of the corporation's business or is of no practical advantage to the corporation or (iii) is one in which the corporation has no interest or reasonable expectancy.

(E) For purposes of this ARTICLE TWELVE, (i) "Affiliate" shall mean (a) in respect of Z Capital Partners, any Person that, directly or indirectly, is controlled by Z Capital Partners, controls Z Capital Partners or is under common control with Z Capital Partners and shall include any principal, member, director, partner, stockholder, officer, employee or other representative of any of the foregoing (other than the corporation and any entity that is controlled by the corporation), (b) in respect of a Non-Employee Director, any Person that, directly or indirectly, is controlled by such Non-Employee Director (other than the corporation and any entity that is controlled by the corporation) and (c) in respect of the corporation, any Person that, directly or indirectly, is controlled by the corporation; and (ii) "Person" shall mean any individual, corporation, general or limited partnership, limited liability company, joint venture, trust, association or any other entity.

(F) To the fullest extent permitted by law, any Person purchasing or otherwise acquiring any interest in any shares of capital stock of the corporation shall be deemed to have notice of and to have consented to the provisions of this ARTICLE TWELVE.

\* \* \* \*

IN WITNESS WHEREOF, this Second Amended and Restated Certificate of Incorporation, which restates and amends the provisions of the amended and restated certificate of incorporation of the Corporation, has been executed by its duly authorized officer this 5th day of April, 2023.

DocuSigned by:  
*Andrew Kindfuller*  
By: \_\_\_\_\_  
A1856105F8824C2  
Name: Andrew Kindfuller  
Title: President and Chief Executive Officer

[Second Amended and Restated Certificate of Incorporation -- CTM Group, Inc.]

RECORDED: 04/26/2023

TRADEMARK  
REEL: 008059 FRAME: 0569