RI 06-01	-2000 Patent and Trademark Office Docket No. 42049-24000.00		
5-11-00			
To the Commissioner of Patents 10137	71689 sinal documents or copy thereof.		
Name of conveying party(ies): Path, LLC ☐ Individual(s) ☐ Association ☐ General Partnership ☐ Limited Partnership ☐ Corporation-State ☐ Other: Limited Liability Corpration Additional name(s) of conveying party(ies) attached? ☐ Yes ☑ No 3. Nature of conveyance:	2. Name and address of receiving party(ies): Name: Path Holdings, Inc. Internal Address: Street Address: 13327 Beach Avenue City: Marina Del Rey, State: CA ZIP: 90292 □ Individual(s) citizenship: □ Association: □ General Partnership: □ Limited Partnership: □ Corporation-State: California □ Other: Additional name(s) & address(es) attached? □ Yes ☑ No		
☐ Assignment ☑ Merger ☐ Security Agreement ☐ Change of Name ☐ Other: Execution Date: February 17, 2000			
 4. Application number(s) or registration number(s): If this document is being filed together with a new application, the ex A. Trademark Application No.(s) 75/916,410; 75/921,730; 75/921,728 Additional numbers attached? □ Yes ☑ No	ecution date of the application is: B. Registration No.(s)		
 Name and address of party to whom correspondence concerning document should be mailed: Jennifer Lee Taylor Morrison & Foerster LLP 425 Market Street San Francisco, California 94105-2482 	 6. Total number of applications and trademark registrations involved: 3 7. Total fee (37 C.F.R. § 3.41): \$90.00 ☑ Enclosed ☑ Authorized to be charged to deposit account, reference Attorney Docket 42049-24000.00 8. Deposit account number: 03-1952 		
The Commissioner is hereby authorized to charge any fees under 37 C.F.R. § 1.21 which may			
9. Statement and signature. To the best of my knowledge and belief, the foregoing information is document. Name: Jennifer Lee Taylor Total number of pages comprising cov	true and correct and any attached copy is a true copy of the original 5/3/2000 Date		
0/2000 JSHABAZZ 00000151 75936410 C:481 C:482 Mail documents to be recorded with Commissioner of Pate	required cover sheet information to:		
Box Assi Washington	gnments		

sf-883031

TRADEMARK REEL: 002081 FRAME: 0570

U.S. DEPARTMENT OF COMMERCE

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER is entered into as of February 17
2000 by and between PATH HOLDINGS, INC., a California corporation (the "Company"), and PATH, LLC, a California limited liability company (the "LLC"), which are the constituent entities in this merger, with reference to the following facts.

- A. The Company is a California corporation which filed its Articles of Incorporation on January 12, 2000.
- B. LLC is a limited liability company organized under the laws of the State ' of California pursuant to its Articles of Organization filed on April 24, 1997 and is the sole shareholder of the Company.
 - C. The Company and the LLC desire to merge the LLC into the Company.

NOW, THEREFORE, IN CONSIDERATION OF the foregoing facts and the representations, warranties and agreements herein contained, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Company and the LLC hereby agree as follows:

- 1. Merger. On the Effective Date (as defined below), the LLC shall be merged into the Company, the corporate existence of the Company shall continue, and the separate existence of the LLC shall cease (the "Merger"). The identity, existence, purposes, powers, rights and immunities of the LLC shall be merged into and vested in the Company, and the corporate identity, existence, purposes, powers, rights and immunities of the Company shall continue unaffected and unimpaired by the Merger. The Company shall succeed, without other transfer, to all the rights and property of the LLC and shall be subject to all of the LLC's debts, liabilities, and obligations in the same manner as if the Company had itself incurred them.
- 2. Exchange of Membership Interests. The one hundred (100) shares of Common Stock of the Company held by its sole shareholder, LLC, shall be canceled and ten million (10,000,000) shares of Common Stock of the Company shall be issued and exchanged for the membership interests of the LLC's members as follows:

<u>Name</u>	Membership Interests of the LLC	exchanged for	Shares of Common Stock of the Company
Galia Linn	47%		4,700,000
Oded Noy	47%		4,700,000
Michael Boem	4%		400,000
Matthew Fladell	2%		200,000

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- 3. Effective Date. The Company shall consummate the Merger of the LLC into the Company by filing a copy of this Agreement, together with an officer's certificate or certificate of merger of each constituent entity, with the California Secretary of State. The merger shall become effective on the date by which both filings have been made (the "Effective Date").
 - 4. <u>Approval</u>. This Merger has been approved by the Board of Directors of the Company, the sole shareholder of the Company and the members and managers of the LLC.

[Next page is signature page.]

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IN WITNESS WHEREOF, the undersigned have caused this Agreement of Merger to be executed as of the date first set forth above.

PATH HOLDINGS, INC., a California corporation

By:

Oded Noy

Chief Executive Officer and Chairman

of the Board of Directors

By:

Galia Linn

President, Treasurer and Secretary

PATH, LLC,

a California limited liability company

By:

Oded Noy, Manager

Bv:

Galia Linn, Manager

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OFFICER'S CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER OF PATH HOLDINGS, INC.

Pursuant to Section 1113(g) of the California Corporations Code, the undersigned hereby certifies, on behalf of PATH HOLDINGS, INC., a California corporation (the "Company"), the following:

- 1. The Company has two classes of stock, common stock and preferred stock. As of the date hereof, 100 shares of common stock are issued and outstanding, all of which shares are entitled to vote on the merger with PATH, LLC, a California limited liability company ("Path, LLC"). No shares of preferred stock are issued or outstanding.
- 2. The principal terms of the attached Agreement of Merger by and between the Company and Path, LLC were approved by the unanimous vote of the outstanding shares of common stock of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Officer's Certificate as of February 17_____, 2000.

PATH HOLDINGS, INC., a California corporation

Bv:

Galia Linn, President, Treasurer and

Secretary

la-352404



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of ______ page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

GEAL OF THE OF T

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 2 4 2000

Secretary of State

ile. State Form CE 108 (fell in lie



RECORDED: 05/11/2000

State of California Bill Jones Secretary of State

in the office of the Secretary of State of the State of California

MAR 17 2000

BILL JONES, Secretary of State

LIMITED LIABILITY COMPANY CERTIFICATE OF MERGER

(Corporations Code Section 17552)

Filing Fee - Please see instructions.

IMPORTANT - Read instructions before completing this form.

			This Space For Filin	g Use Only			
Name of surviving entity:	2. Type of entity:	3. Secretary of State File No	umber: 4. Jurisdictio				
Path Holdings, Inc.	Corporation	2208246		California			
5. Name of disappearing entity:	6. Type of entity:	7. Secretary of State File No					
Path, LLC	LLC	101997114053	Califor	nia			
9. Future effective date, if any: Month Day Year Effective upon filing with the California Secretary of State.							
10. If a vote was required pursuant to Section 17551 or Section 1113, enter the outstanding interests of each class entitled to vote							
on the merger and the percentage of vote required: Surviving Entity Disappearing Entity							
Surviving Entity Disappearing Entity							
Each class entitled to vote	Percentage of vote require			vote required			
100 shares of			100 units of Membership				
common stock	majority	Percentage Int		jority			
 The principal terms of the agreement equaled or exceeded the vote require 		ved by a vote of the number of	interests or shares of ea	ch class that			
SECTION 12 IS ONLY APPLICABLE IF THE TEM 12 AND PROCEED TO ITEM 15	E SURVIVING ENTITY IS	S A DOMESTIC LIMITED LIABII	LITY COMPANY, COMPLI	ETE			
 Requisite changes to the information from the merger. Attach additional part 		of Organization of the survivin	g limited liability compan	y resulting			
SECTIONS 13 AND 14 ARE APPLICABLE BUSINESS ENTITY. COMPLETE ITEMS 1		ENTITY IS A FOREIGN LIM	ITED LIABILITY COMPA	NY OR OTHER			
13. Principal business address of the surviving foreign limited liability company or other business entity:							
Address: 13327 Beach Ave							
City: Marina Del Rey	State	e: CA	Zip Code: 90	292			
14. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business							
entity is organized. Attach additional pages if necessary.							
Agreement of Merger; Officer's Certificate of Approval of Agreement of							
Merger of Path Höldin 15. Number of pages attached, if any:	gs, inc.						
16. I certify that the statements contain			knowledge. I declare	hat I am the			
person who is executing this instrum	ent, which execution is	<i>/</i> ·					
UMM IN	7 2/10/0	Oded Noy, CEO	and Chairman of the	Board of Direct			
Signature of Authorized Person for the	Surviving Entity Date	Type or Print Name	and Title of Person Signing	Date			
90/2-	2/10/0	Galia Linn, Pr	Galia Linn, President, Treasurer and Secretary				
Signature of Authorized Person for the	Surviving Entity Date	Type or Print Name	and Title of Person Signing	Date			
96/1	211010	C Galia Linn, M	anager				
Signature of Authorized Person for the I	Disappearing Entity Date	Type or Print Name	and Title of Person Signing	Date			
Valu VV	7/10/0	Oded Noy, Man	ager				
Signature of Authorized Person for the	Disappearing Entity Date	Type or Print Name	and Title of Person Signing	Date			
SECUSTATE (BEV 12/00)		505	MILCO FUINCEES SEE	NETOLICTIONS			

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Approved by Secretary of State