

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/28/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mzinga Holdings, Inc.		08/28/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Mzinga, Inc.		
Street Address:	154 Middlesex Turnpike		
City:	Burlington		
State/Country:	MASSACHUSETTS		
Postal Code:	01803		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3552878	MZINGA	
CORRESPONDENCE DATA			
Fax Number:	(877)881-9638		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	781-795-3580		
Email:	shogan@gunder.com		
Correspondent Name:	Gunderson Dettmer LLP		
Address Line 1:	610 Lincoln Street		
Address Line 2:	Attn: Sarah Hogan		
Address Line 4:	Waltham, MASSACHUSETTS 02451		
ATTORNEY DOCKET NUMBER:	6719.001		
NAME OF SUBMITTER:	Sarah T. Hogan		
Signature:	/Sarah T. Hogan/		

OP \$40.00 3552878

Date:

10/15/2009

Total Attachments: 4

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Delaware

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The First State

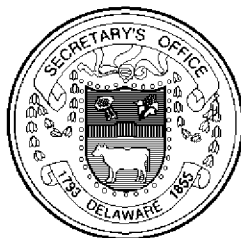
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MZINGA HOLDINGS, INC.", A DELAWARE CORPORATION, WITH AND INTO "MZINGA, INC." UNDER THE NAME OF "MZINGA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2009, AT 7:22 O'CLOCK P.M.

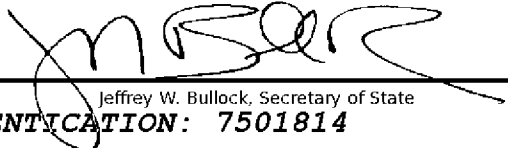
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3125615 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7501814

DATE: 08-28-09

TRADEMARK
REEL: 004079 FRAME: 0305

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

**MZINGA HOLDINGS, INC.,
a Delaware corporation**

WITH AND INTO

**MZINGA, INC.,
a Delaware corporation**

(Pursuant to Section 253 of the
General Corporation Law of the State of Delaware)

Mzinga Holdings, Inc., a Delaware corporation (the "Company"), does hereby certify to the following facts relating to the merger (the "Merger") of the Company with and into Mzinga, Inc., a Delaware corporation (the "Surviving Corporation"), with the Surviving Corporation remaining as the surviving corporation:

FIRST: The Company was incorporated on October 18, 2007, pursuant to the General Corporation Law of the State of Delaware (the "General Corporation Law") and is existing thereunder. The Surviving Corporation was incorporated on November 23, 1999, pursuant to the General Corporation Law and is existing thereunder.

SECOND: The Company owns all of the outstanding shares of the Surviving Corporation.

THIRD: At a meeting duly held on August 28, 2009, the board of directors of the Company adopted the following recitals and resolutions providing for the merger of the Company with and into the Surviving Corporation pursuant to Section 253 of the General Corporation Law, which resolutions have not been amended or rescinded and are in full force and effect:

WHEREAS, the Company owns all of the outstanding stock of Mzinga, Inc., a Delaware corporation (the "Surviving Corporation"); and

WHEREAS, the board of directors of the Company has deemed it advisable that the Company be merged with and into the Surviving Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "General Corporation Law").

NOW, THEREFORE, BE IT RESOLVED, that pursuant to Section 253 of the General Corporation Law, the Company be merged with and into the Surviving Corporation (the "Merger");

RESOLVED FURTHER, by virtue of the Merger, the separate existence of the Company shall cease, and the Surviving Corporation shall be the surviving corporation of the Merger;

RESOLVED FURTHER, that the Merger shall become effective (the "Effective Time") upon the filing of a Certificate of Ownership and Merger for the Merger with the office of the Secretary of State of the State of Delaware or at such later time as is

specified in such certificate;

RESOLVED FURTHER, that at the Effective Time, by virtue of the Merger, each outstanding share of the Surviving Corporation's common stock, par value \$0.0001 per share, shall be cancelled and terminated;

RESOLVED FURTHER, that at the Effective Time, by virtue of the Merger, each outstanding share of Common Stock, Series B-3 Preferred Stock, par value \$0.001 per share, and Series F Preferred Stock, par value \$0.001 per share (collectively, the "Shares"), issued and outstanding as of the Effective Time, without any action on the part of the holders of Shares, shall be changed and converted into 0.008841879 of a share of the Surviving Corporation's Series A Preferred Stock, par value per share \$0.001 (the "Series A Preferred Stock"), and in the event that any holder of Shares would otherwise be entitled to receive a fractional share of Series A Preferred Stock (after aggregating all shares and fractional shares of Series A Preferred Stock issuable to such holder), then such holder will receive an aggregate number of shares of Series A Preferred Stock rounded down to the nearest whole share; and

RESOLVED FURTHER, that the officers of the Company be, and they hereby are, authorized and directed to make, execute and acknowledge, in the name of the Company, a Certificate of Ownership and Merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary to carry out and effectuate the purpose and intent of the resolutions relating to the Merger, and all actions heretofore taken by any of them in furtherance thereof are hereby ratified and confirmed in all respects.

FOURTH: The Surviving Corporation shall be the surviving corporation in the Merger.

FIFTH: That the manner of converting the outstanding shares of the capital stock of the Company into shares or other securities of the Surviving Corporation shall be as set forth in the resolutions of the board of directors of the Company approving the Merger.

SIXTH: The certificate of incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall remain unchanged and shall continue to remain in effect following the Merger.

SEVENTH: That the Merger has been approved and adopted by the requisite stockholders of the Company in accordance with the requirements of Section 253 of the General Corporation Law.

EIGHTH: That the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of Delaware.

IN WITNESS WHEREOF, Mzinga Holdings, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name by its duly authorized officer this 28th day of August, 2009.

MZINGA HOLDINGS, INC.

By: /s/ Barry Libert

Barry Libert
Chief Executive Officer