

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Betawave Corporation		09/18/2009	CORPORATION: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Betawave Corporation		
<b>Street Address:</b>	706 Mission Street, 10th Floor		
<b>City:</b>	San Francisco		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	94103		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3479267	MMA TODAY	
<b>Serial Number:</b>	77581549	BETAWAVE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(415)268-7522		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	dpung@mofo.com		
<b>Correspondent Name:</b>	Lynn M. Humphreys		
<b>Address Line 1:</b>	Morrison & Foerster LLP, 425 Market St.		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94105-2482		
<b>ATTORNEY DOCKET NUMBER:</b>	62854-6000.000		
<b>NAME OF SUBMITTER:</b>	Lynn M. Humphreys		
<b>Signature:</b>	/Lynn M. Humphreys/		
<b>Date:</b>	11/12/2009		

CH \$65.00 3479267

**Total Attachments: 6**

source=62854-6000.000 - certificate of conversion for Betawave Corporation#page1.tif

source=62854-6000.000 - certificate of conversion for Betawave Corporation#page2.tif

source=62854-6000.000 - certificate of conversion for Betawave Corporation#page3.tif

source=62854-6000.000 - certificate of conversion for Betawave Corporation#page4.tif

source=62854-6000.000 - certificate of conversion for Betawave Corporation#page5.tif

source=62854-6000.000 - certificate of conversion for Betawave Corporation#page6.tif

# Delaware

PAGE 1

*The First State*

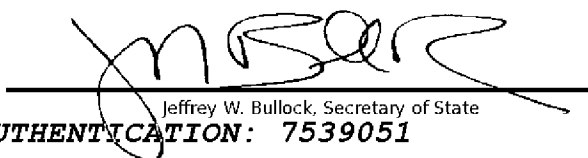
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A NEVADA CORPORATION UNDER THE NAME OF "BETAWAVE CORPORATION" TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2009, AT 6:58 O'CLOCK P.M.

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

4733105 8100V

090871839



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7539051

DATE: 09-22-09

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

TRADEMARK  
REEL: 004095 FRAME: 0352

# Delaware

PAGE 2

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "BETAWAVE CORPORATION" FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2009, AT 6:58 O'CLOCK P.M.

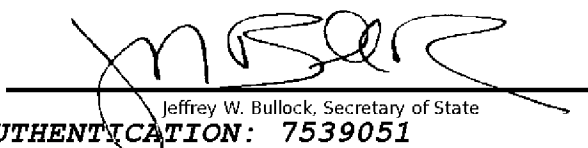
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4733105 8100V

090871839

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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7539051

DATE: 09-22-09

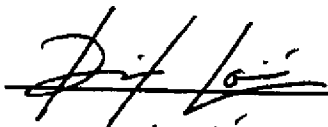
TRADEMARK  
REEL: 004095 FRAME: 0353

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A NON-DELAWARE CORPORATION  
TO A DELAWARE CORPORATION  
PURSUANT TO SECTION 265 OF THE  
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is **Nevada**.
- 2.) The jurisdiction immediately prior to filing this Certificate is **Nevada**.
- 3.) The date the Non-Delaware Corporation first formed is **February 2, 2005**.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is **Betawave Corporation**.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is **Betawave Corporation**.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation has executed this Certificate on the 18<sup>th</sup> day of September, A.D. 2009.

BETA WAVE CORPORATION

By:   
Name: David Lorie  
Print or Type  
Title: Secretary and General Counsel  
Print or Type

**CERTIFICATE OF INCORPORATION**  
**OF**  
**BETA WAVE CORPORATION**

**ARTICLE I**

The name of the Corporation is Betawave Corporation (the "Corporation").

**ARTICLE II**

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

**ARTICLE III**

The nature of the business of the Corporation and the objects or purposes to be transacted, promoted or carried on by it are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware. The Corporation is being incorporated in connection with the conversion of a Nevada corporation to a Delaware corporation pursuant to Section 265 of Title 8 of the Delaware Code, and this Certificate of Incorporation is being filed simultaneously with a Certificate of Conversion from a Non-Delaware Corporation to a Delaware Corporation pursuant to Section 265 of Title 8 of the Delaware Code.

**ARTICLE IV**

The total number of shares of all classes of stock that the Corporation is authorized to issue is Four Hundred and Ten Million (410,000,000) shares, consisting of Four Hundred Million (400,000,000) shares of Common Stock with a par value of one tenth of one cent (\$0.001) per share ("Common Stock") and Ten Million (10,000,000) shares of Preferred Stock with a par value of one tenth of one cent (\$0.001) per share ("Preferred Stock").

Any of the shares of Preferred Stock may be issued from time to time in one or more series. The rights, privileges, preferences and restrictions of any such series may be subordinated to, made pari passu with (including, without limitation, inclusion in provisions with respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or made senior to any of those of any present or future class or series of Common Stock or Preferred Stock. Subject to the limitations and restrictions set forth in this Article IV, the Board of Directors, by resolution or resolutions, is authorized to create or provide for any such series, and to fix the designations, preferences and relative, participating, optional or other special rights and protective provisions, and qualifications, limitations or restrictions thereof, including, without limitation, the authority to fix or alter the dividend rights, dividend rates, conversion rights, exchange rights, voting rights, rights and terms of redemption (including sinking and purchase fund provisions), the redemption price or prices, the liquidation or

dissolution preferences and the rights in respect to any distribution of assets of any wholly unissued series of Preferred Stock and the number of shares constituting any such series, and the designation thereof, or any of them and to increase or decrease the number of shares of any series so created, subsequent to the issue of that series but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series.

There shall be no limitation or restriction on any variation between any of the different series of Preferred Stock as to the designations, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof; and the several series of Preferred Stock may, except as hereinafter in this Article IV otherwise expressly provided, vary in any and all respects as fixed and determined by the resolution or resolutions of the Board of Directors or by Committee of the Board of Directors, providing for the issuance of the various series; *provided, however*, that all shares of any one series of Preferred Stock shall have the same designation, preferences and relative, participating, optional or other special rights and qualifications, limitations and restrictions.

Except as otherwise required by law, or as otherwise fixed by resolution or resolutions of the Board of Directors with respect to one or more series of Preferred Stock, the entire voting power and all voting rights shall be vested exclusively in the Common Stock, and each stockholder of the Corporation who at the time possesses voting power for any purpose shall be entitled to one vote for each share of such stock standing in his name on the books of the Corporation.

#### ARTICLE V

The Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

#### ARTICLE VI

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. No stockholder shall be permitted to cumulate votes at any election of directors.

#### ARTICLE VII

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value

of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

#### ARTICLE VIII

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 by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE IX

To the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, no director of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. This Article IX does not affect the availability of equitable remedies for breach of fiduciary duties. Any repeal or modification of the foregoing provisions of this Article IX by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### ARTICLE X

The name and mailing address of the incorporator is as follows:

Name	Mailing Address
David Lorie, Secretary	Betawave Corporation 706 Mission Street, 10th Floor, San Francisco, California 94103

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 18<sup>th</sup> day of September, 2009.

By   
David Lorie  
Incorporator