

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/01/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Entity Type
	NUMI LLC		LIMITED LIABILITY COMPANY: DELAWARE
EXECUTION DATE			
	06/01/2010		
RECEIVING PARTY DATA			
Name:	NUMI, INC.		
Street Address:	1050 22nd Avenue		
City:	Oakland		
State/Country:	CALIFORNIA		
Postal Code:	94606		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2428927	NUMI
CORRESPONDENCE DATA			
Fax Number:	2126618002		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-661-8000		
Email:	info@lmiplaw.com		
Correspondent Name:	LUCAS & MERCANTI, LLP		
Address Line 1:	475 Park Avenue South		
Address Line 2:	15th Floor		
Address Line 4:	New York, NEW YORK 10016		
ATTORNEY DOCKET NUMBER:	724.1012		
NAME OF SUBMITTER:	Michael N. Mercanti		

OP \$40.00 2428927

Signature:	/MNM/
Date:	05/11/2012
Total Attachments: 8 source=NUMI MERGER DOCUMENTS#page1.tif source=NUMI MERGER DOCUMENTS#page2.tif source=NUMI MERGER DOCUMENTS#page3.tif source=NUMI MERGER DOCUMENTS#page4.tif source=NUMI MERGER DOCUMENTS#page5.tif source=NUMI MERGER DOCUMENTS#page6.tif source=NUMI MERGER DOCUMENTS#page7.tif source=NUMI MERGER DOCUMENTS#page8.tif	

**AGREEMENT AND PLAN OF MERGER
OF NUMI LLC,
A DELAWARE LIMITED LIABILITY COMPANY,
AND
NUMI, INC.,
A DELAWARE CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of June 1, 2010 (this "Agreement") is between Numi LLC, a Delaware limited liability company ("Merging Entity"), and Numi, Inc., a Delaware corporation ("Surviving Entity"). Surviving Entity and Merging Entity are collectively referred to herein as the "Constituent Entities."

RECITALS

A. Merging Entity is a limited liability company duly organized and existing under the laws of the State of Delaware, and as of the date hereof, 100% of the membership interests of Merging Entity are held by Surviving Entity.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Constituent Entities hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

1.1 **Merger.** In accordance with the provisions of this Agreement and the General Corporation Law of the State of Delaware, Merging Entity shall be merged with and into Surviving Entity (the "Merger"), the separate existence of Merging Entity shall cease and Surviving Entity shall survive the Merger and shall continue to be governed by the laws of the State of Delaware, and the name of the Surviving Entity shall be "Numi, Inc."

1.2 **Filing and Effectiveness.** The Merger shall become effective when the following actions shall have been completed (the "Effective Time"):

- (a) This Agreement and the Merger shall have been adopted and approved by the members and stockholders of each Constituent Entity in accordance with the requirements of the Delaware General Corporation Law;
- (b) This Agreement shall have been executed by each Constituent Entity; and
- (c) An executed Certificate of Merger shall have been filed with the Secretary of State of the State of Delaware.

1.3 **Effect of the Merger.** Upon the Effective Time, the separate existence of Merging Entity shall cease and Surviving Entity, as the Surviving Entity, (i) shall continue to possess all of Surviving Entity's assets, rights, powers and property as constituted immediately prior to the Effective Time, (ii) shall be subject to all actions previously taken by its stockholders and Merging Entity's members, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Merging Entity, (iv) shall continue to be subject to all of Surviving Entity's debts, liabilities and obligations as constituted immediately prior to the

Effective Time, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Merging Entity in the same manner as if Surviving Entity had itself incurred them.

1.4 Certificate of Incorporation and Bylaws. The Certificate of Incorporation of Surviving Entity as on file with the Delaware Secretary of State, and the Bylaws of the Surviving Corporation as in effect, immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation and Bylaws of the Surviving Entity until duly amended in accordance with the provisions thereof and applicable law.

1.5 Directors and Officers. The directors and officers of Surviving Entity immediately prior to the Effective Time shall be the directors and officers of the Surviving Entity until their respective successors shall have been duly elected and qualified or until as otherwise provided by law or the Certificate of Incorporation or Bylaws of the Surviving Entity.

1.6 Merging Entity Membership Interest. At the Effective Time, each membership interest of Merging Entity outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Surviving Entity or any other person, be canceled.

1.7 Amendment. The stockholders and members of the Constituent Entities may amend this Agreement at any time prior to the Effective Date.

1.8 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Entity and copies thereof will be furnished to any stockholder or member of either Constituent Entity, upon request and without cost.

1.9 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.

(Signature page follows)

IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been approved by resolutions of the sole member of the Merging Entity and the stockholders of Surviving Entity, is hereby executed on behalf of each of such two entities as of the date first set forth above.

Numi L.L.C.
a Delaware limited liability company

By: 
Name: ~~Ahmed Rahim~~
Title: Chief Executive Officer

Numi, Inc.,
a Delaware corporation

By: 
Name: ~~Ahmed Rahim~~
Title: Chief Executive Officer

Delaware

PAGE 1

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 MERGER, WHICH MERGES:

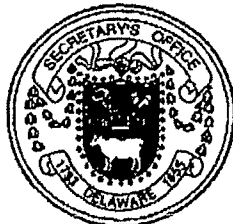
"NUMI LLC", A DELAWARE LIMITED LIABILITY COMPANY,
WITH AND INTO "NUMI, INC." UNDER THE NAME OF "NUMI, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JUNE, A.D. 2010, AT 5:18 O'CLOCK P.M.


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

4824481 8100M

100616777

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8028556

DATE: 06-01-10

TRADEMARK
REEL: 004777 FRAME: 0782

CERTIFICATE OF MERGER
OF
NUMI LLC
WITH AND INTO
NUMI, INC.

Pursuant to Section 264(c) of the General Corporation Law of the State of Delaware (the "DGCL") and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned hereby certifies the following information relating to the merger of Numi LLC, a Delaware limited liability company, with and into Numi, Inc., a Delaware corporation (the "Merger"):

1. The constituent business entities (together, the "Constituent Entities") participating in the Merger are:

(i) Numi LLC, which is formed under the laws of the State of Delaware ("Numi"); and

(ii) Numi, Inc., which is incorporated under the laws of the State of Delaware ("Newco").

2. An Agreement and Plan of Merger, dated as of June 1, 2010, (the "Merger Agreement"), by and between the Constituent Entities, has been approved, adopted, certified, executed, and acknowledged by the surviving corporation and the merging limited liability company.

3. The name of the surviving corporation in the Merger is Numi, Inc. (the "Surviving Corporation").

4. The Merger shall be effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

5. An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is as follows: 1050 22nd Avenue, Oakland, CA 94606.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or member of either of the Constituent Entities.

7. The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed by a duly authorized officer on this 1st day of June, 2010.

NUMI, INC.

By: /s/ Ahmed Rahim
Name: Ahmed Rahim
Title: Chief Executive Officer

Execution Copy

NUMI, INC.

**CONTRIBUTION AGREEMENT IN EXCHANGE FOR
SERIES B PREFERRED STOCK**

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed by a duly authorized officer on this 1st day of June, 2010.

NGMI, INC.

By: 

Name: Ahmed Ralhim

Title: Chief Executive Officer

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