

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/28/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Win Media Group LLC		10/28/2011
			LIMITED LIABILITY COMPANY: FLORIDA
RECEIVING PARTY DATA			
Name:	Truli Media Group, LLC		
Street Address:	1174 N. Hillcrest Road		
City:	Beverly Hills		
State/Country:	CALIFORNIA		
Postal Code:	90210		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
	Property Type	Number	Word Mark
	Serial Number:	85442520	TRULI
	Serial Number:	85442548	TRULI
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	310-500-3500		
Email:	david.adams@thomsonreuters.com		
Correspondent Name:	Paul D. Swanson, Esq		
Address Line 1:	1100 Glendon Avenue, 14th Floor		
Address Line 2:	Liner Grode Stein et al		
Address Line 4:	Los Angeles, CALIFORNIA 90024		
NAME OF SUBMITTER:	Paul D. Swanson		

OP \$65.00 85442520

Signature:	/david adams TR/
Date:	09/07/2012
<b>Total Attachments: 11</b> source=liner cover#page1.tif source=Filed Delaware Certificate of Merger#page1.tif source=Filed Delaware Certificate of Merger#page2.tif source=Filed Florida Certificate of Merger#page1.tif source=Filed Florida Certificate of Merger#page2.tif source=Filed Florida Certificate of Merger#page3.tif source=Filed Florida Certificate of Merger#page4.tif source=Filed Florida Certificate of Merger#page5.tif source=Filed Florida Certificate of Merger#page6.tif source=Filed Florida Certificate of Merger#page7.tif source=Filed Florida Certificate of Merger#page8.tif	

# 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:


"WIN MEDIA GROUP LLC", A FLORIDA LIMITED LIABILITY COMPANY, WITH AND INTO "TRULI MEDIA GROUP, LLC" UNDER THE NAME OF "TRULI MEDIA GROUP, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF OCTOBER, A.D. 2011, AT 12:06 O'CLOCK P.M.



5047690 8100M

111145355

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: 9123144

DATE: 10-28-11

TRADEMARK  
REEL: 004857 FRAME: 0158

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN LIMITED LIABILITY COMPANY INTO A  
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

**FIRST:** The name of the surviving Limited Liability Company is Truli Media Group, LLC, a Delaware Limited Liability Company.

**SECOND:** The name of the Limited Liability Company being merged into this surviving Limited Liability Company is Win Media Group LLC. The jurisdiction in which this Limited Liability Company was formed is Florida.

**THIRD:** The Agreement of Merger has been approved and executed by both Limited Liability Companies.

**FOURTH:** The name of the surviving Limited Liability Company is Truli Media Group, LLC.

**FIFTH:** The executed agreement of merger is on file at 1174 N. Hillcrest Road, Beverly Hills, California 90210, the principal place of business of the surviving Limited Liability Company.

**SIXTH:** A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, the 27<sup>th</sup> day of October, A.D., 2011.

By: M. Solomon

Authorized Person

Name: Michael Jay Solomon

Title: Manager



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 28, 2011

RICKY SOTO  
CORPDIRECT AGENTS  
TALLAHASSEE, FL

The Articles of Merger were filed on October 28, 2011, for TRULI MEDIA GROUP, LLC, the surviving Delaware entity not authorized to transact business in Florida.

The certification you requested is enclosed.

Should you have any further questions regarding this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.

Buck Kohr  
Regulatory Specialist II  
Division of Corporations

Letter Number: 011A00024681

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**TRADEMARK**  
**REEL: 004857 FRAME: 0160**

# State of Florida



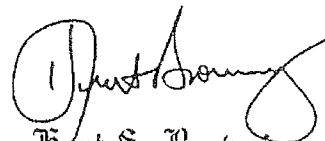
Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on October 28, 2011, for TRULI MEDIA GROUP, LLC, the surviving Delaware entity not authorized to transact business in Florida, as shown by the records of this office.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Twenty-eighth day of October, 2011



CR2EO22 (01-07)

  
Kurt S. Browning  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 OCT 28 PM 3:28

Certificate of Merger  
For  
Florida Limited Liability Company

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WIN MEDIA GROUP LLC	Florida	LLC
TRULI MEDIA GROUP, LLC	Delaware	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
TRULI MEDIA GROUP, LLC	Delaware	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

\_\_\_\_\_

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

\_\_\_\_\_

615 South DuPont Highway

\_\_\_\_\_

Dover, Delaware 19901

\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_ 1174 N. Hillcrest Road

\_\_\_\_\_ Beverly Hills, California 90210

\_\_\_\_\_

Mailing address: \_\_\_\_\_ 1174 N. Hillcrest Road

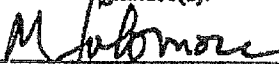
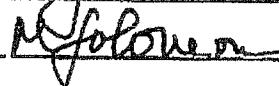
\_\_\_\_\_ Beverly Hills, California 90210

\_\_\_\_\_



b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
WIN MEDIA GROUP LLC		Michael Solomon
TRULI MEDIA GROUP, LLC		Michael Solomon

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:**

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

**Certified Copy (optional):** \$30.00

PLAN OF MERGER  
OF  
TRULI MEDIA GROUP, LLC, A DELAWARE LIMITED LIABILITY COMPANY  
AND  
WIN MEDIA GROUP LLC, A FLORIDA LIMITED LIABILITY COMPANY

Pursuant to the provisions of Section 18-209 of the Limited Liability Act of the State of Delaware and pursuant to the provisions of Section 608.438 of the Limited Liability Companies Statute of the State of Florida, the undersigned do hereby adopt and approve this Plan of Merger (this "Plan of Merger"), as follows:

WHEREAS, it is proposed that Win Media Group LLC, a Florida limited liability company (hereafter, "Non-surviving LLC"), merge (the "Merger") with and into Truli Media Group, LLC, a Delaware limited liability company (hereafter "Surviving LLC").

WHEREAS, this Plan of Merger has been adopted by the Managing Member of Surviving LLC and the Managing Members of Non-surviving LLC;

WHEREAS, the Merger is permitted by the laws of the State of Delaware and the laws of the State of Florida and has been authorized in compliance with said laws;

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby approved and authorized; and be it further

RESOLVED, that pursuant to the Merger, Non-surviving LLC and Surviving LLC shall, pursuant to the provisions of the laws of the State of Delaware and the laws of the State of Florida, be merged with and into a single LLC, to wit, the Surviving LLC, which shall be the surviving LLC under its present name pursuant to the provisions of the Limited Liability Act of the State of Delaware and the Limited Liability Companies Statute of the State of Florida ; and be it further

RESOLVED, that the separate existence of Non-surviving LLC shall cease when the Merger becomes effective in accordance with the laws of the State of Florida; and be it further

RESOLVED, that the Certificate of Formation of Surviving LLC when the merger becomes effective shall be the Certificate of Formation of Surviving LLC, and said Certificate of Formation shall continue in full force and effect; and be it further

RESOLVED, that the present Operating Agreement of Non-surviving LLC will be the Operating Agreement of the Surviving LLC and will continue in full force and effect until changes, altered, or amended as therein provided and in the manner prescribed by the provisions of the Limited Liability Act of the State of Delaware and the Limited Liability Companies Statute of the State of Florida ; and be it further

RESOLVED, that the Managers and the officers in office of Non-surviving LLC when the merger becomes effective shall continue to be the Managers and the officers of Surviving LLC, all of whom shall hold their positions until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Operating Agreement of the Non-surviving LLC; and be it further

RESOLVED, that the outstanding membership interests of Non-surviving LLC shall be cancelled; and be it further

RESOLVED, that the outstanding membership interests of the Non-surviving LLC shall be issued in exchange for the outstanding membership interests of the Surviving LLC; and be it further

RESOLVED, that the merger of Non-surviving LLC with and into Surviving LLC shall be authorized in the manner prescribed by the Limited Liability Act of the State of Delaware and the Limited Liability Companies Statute of the State of Florida, and this Plan of Merger herein made and approved shall be submitted to the members of Surviving LLC for their approval or rejection in the manner prescribed by the provisions of the Limited Liability Act of the State of Delaware and the Limited Liability Companies Statute of the State of Florida; and be it further

RESOLVED, that each of the Managers of the Surviving LLC, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date set forth below.

TRULI MEDIA GROUP, LLC

By: M Solomon  
Michael Jay Solomon, Manager

Signed on October 27, 2011

WIN MEDIA GROUP LLC

By: M Solomon  
Michael Jay Solomon, Manager

Signed on October 27, 2011

PLAN OF MERGER  
SIGNATURE PAGE