

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Velocity Technology Enterprises, Inc.		12/31/2012	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Velocity Technology Solutions, Inc.
Street Address:	850 Third Avenue
Internal Address:	10th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Serial Number:	76452883	VELOCITY
Serial Number:	76452894	VELOCITY OUTSOURCING
Serial Number:	77503573	DIGITAL CONCOURSE
Serial Number:	77771494	VELOCITY ON-DEMAND
Serial Number:	77944354	NETASPX
Serial Number:	78831234	DIGITALCONCOURSE.COM

**CORRESPONDENCE DATA**

Fax Number: 6508023100  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Phone: 6508023000  
 Email: suzin.metz@weil.com, kwang-chien.ger@weil.com  
 Correspondent Name: Kwang-chien Ger  
 Address Line 1: Weil, Gotshal & Manges LLP

CH \$165.00 76452883

Address Line 2: 201 Redwood Shores Parkway  
Address Line 4: Redwood Shores, CALIFORNIA 94065

NAME OF SUBMITTER:	Kwang-chien Ger
Signature:	/Kwang-chien Ger/
Date:	01/24/2013

**Total Attachments: 6**

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# 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 OWNERSHIP, WHICH MERGES:

"VELOCITY TECHNOLOGY SOLUTIONS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "VELOCITY TECHNOLOGY ENTERPRISES, INC." UNDER THE NAME OF "VELOCITY TECHNOLOGY SOLUTIONS, 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 DECEMBER, A.D. 2012, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 11:59 O'CLOCK P.M.

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

4326783 8100M

121401870



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: 0109062

DATE: 12-31-12

TRADEMARK  
REEL: 004948 FRAME: 0891

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
VELOCITY TECHNOLOGY SOLUTIONS, INC.  
(a Delaware corporation)  
INTO  
VELOCITY TECHNOLOGY ENTERPRISES, INC.  
(a Delaware corporation)**

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

Velocity Technology Enterprises, Inc., a Delaware corporation (the "Company"), does hereby certify:

**FIRST:** that the Company owns 100% of the outstanding shares of common stock, par value \$0.001 per share, of Velocity Technology Solutions, Inc., a Delaware corporation ("VTS"), which constitute the only issued and outstanding class of stock of VTS.

**SECOND:** that the Company, by resolutions of its board of directors duly adopted on December 28, 2012, determined to merge VTS with and into the Company on the conditions set forth in such resolutions. Such resolutions are set forth below and have not been modified or rescinded and remain in full force and effect on the date hereof:

"WHEREAS, the Company intends to effectuate a reorganization of certain of its assets in accordance with Section 253 of the DGCL (the "Reorganization"), pursuant to which Velocity Technology Solutions, Inc., a Delaware corporation and a wholly-owned subsidiary of the Company ("VTS") shall be merged with and into the Company (the "Merger"), and the Company shall continue as the surviving corporation (the "Surviving Corporation");

WHEREAS, the only class of stock of VTS, of which there are outstanding shares is the common stock of VTS, par value \$0.001 per share (each, a "VTS Common Share" and, collectively, the "VTS Common Shares");

WHEREAS, the Company owns 100% of the outstanding VTS Common Shares, and therefore is entitled to effect a short-form merger of VTS with and into the Company pursuant to Section 253 of the DGCL;

WHEREAS, the Board desires that the effective time of the Merger be at 11.59 p.m. (EST) on December 31, 2012 (the "Effective Time");

WHEREAS, in connection with the Reorganization, the Board desires to change the name of the Company to "Velocity Technology Solutions, Inc." as of immediately following the Effective Time.

WHEREAS, the Board desires that the bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation until thereafter amended in accordance with the DGCL, the certificate of incorporation of the Surviving Corporation and such bylaws; and

WHEREAS, the Board desires that the officers and directors of the Company immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation until their respective successors are duly elected or appointed and qualified, or their earlier death, resignation or removal.

NOW, THEREFORE, BE IT RESOLVED, that VTS be merged with and into the Company, upon the terms and conditions set forth below:

(a) Merger. VTS shall be merged with and into the Company in accordance with Section 253 of the DGCL and the Company shall be the Surviving Corporation of the Merger. To effectuate the Merger under Section 253 of the DGCL, a Certificate of Ownership and Merger shall be filed with the office of the Secretary of State of the State of Delaware (the "Secretary of State") as soon as practicable. The Merger shall be effective at the Effective Time.

(b) Treatment of Shares. At the Effective Time:

(i) Outstanding Stock of VTS. Each VTS Common Share shall automatically be cancelled and shall cease to exist, and the Company shall not be entitled to any consideration in respect thereof.

(ii) Outstanding Stock of the Company. All outstanding stock of the Company shall remain outstanding and shall not be changed or otherwise affected by the Merger.

(c) Governing Documents; Change of Name. As of immediately after the Effective Time, and after the Merger has been consummated, the Company relinquishes its corporate name and assumes in place thereof the name "Velocity Technology Solutions, Inc." At the Effective Time, the Certificate of Incorporation of the Company shall be amended as set forth in Exhibit A, which, as amended shall be the certificate of incorporation of the Surviving Corporation until thereafter amended in accordance with the DGCL and such certificate of incorporation. The bylaws of the Company in effect immediately prior to the Effective Time shall be the bylaws of the Surviving Corporation after the Effective Time.

(d) Officers and Directors. The officers and directors of the Company immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation until their respective successors are duly elected or appointed and qualified, or their earlier death, resignation or removal.

RESOLVED FURTHER, that any of the proper officers of the Company (each, a "Proper Officer"), any one of whom may act without joinder of any of the others, be and hereby are authorized, empowered and directed for, on behalf of and in the name of the Company to execute a Certificate of Ownership and Merger in accordance with Section 253 of the DGCL and to cause the same to be filed with the Secretary of State."

**THIRD:** that this Certificate of Ownership and Merger shall be effective at 11.59 p.m. (EST) on December 31, 2012.

*[The remainder of this page is intentionally left blank.]*

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be executed on the date set forth below.

**VELOCITY TECHNOLOGY ENTERPRISES, INC.**

By: /s/ Stephen Shippee  
Name: Stephen Shippee  
Title: Chief Financial Officer and Secretary  
Date: December 28, 2012

**Exhibit A**

**CERTIFICATE OF AMENDMENT  
OF  
FOURTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
VELOCITY TECHNOLOGY ENTERPRISES, INC.**

Velocity Technology Enterprises, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), hereby certifies as follows:

1. The name of the Company is Velocity Technology Enterprises, Inc. and the Company was originally incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL") on March 30, 2007 under the name Velocity Technology Enterprises, Inc.

2. On June 6, 2008, February 19, 2010 and August 6, 2012, the Company filed its Second Amended and Restated Certificate of Incorporation, its Third Amended and Restated Certificate of Incorporation and its Fourth Amended and Restated Certificate of Incorporation, respectively, with the Secretary of State of the State of Delaware.

3. The Board of Directors of the Company, acting in accordance with the provisions of Section 242 and Section 253 of the DGCL, adopted resolutions to amend the Fourth Amended and Restated Certificate of Incorporation of the Company by amending and restating Article FIRST in its entirety as follows:

"FIRST: The name of the company is Velocity Technology Solutions, Inc. (hereinafter called the "Company")."

4. This Certificate of Amendment of the Fourth Amended and Restated Certificate of Incorporation of the Company shall be effective as of January 1, 2013.