

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM312639

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/01/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BFAds LLC		07/01/2014	LIMITED LIABILITY COMPANY: NEVADA
RECEIVING PARTY DATA			
Name:	FatWallet, Inc.		
Street Address:	100 East Grand Avenue		
City:	Beloit		
State/Country:	WISCONSIN		
Postal Code:	53511		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	86099982	BFADS	
Serial Number:	86099508	BFADS	
Registration Number:	4555384	BFADS.NET	
Registration Number:	4555315	BFADS.NET	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	704-245-6515		
Email:	bdavis@vlplawgroup.com		
Correspondent Name:	Brian M. Davis		
Address Line 1:	5960 Fairview Rd., Suite 400		
Address Line 4:	Charlotte, NORTH CAROLINA 28210		
NAME OF SUBMITTER:	Brian M. Davis		
SIGNATURE:	/Brian M. Davis/		
DATE SIGNED:	08/01/2014		
Total Attachments: 3			
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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 MERGER, WHICH MERGES:

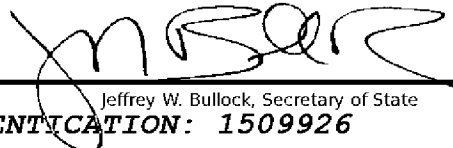
"BFADS, LLC", A NEVADA LIMITED LIABILITY COMPANY,
WITH AND INTO "FATWALLET, INC." UNDER THE NAME OF
"FATWALLET, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE FIRST DAY OF JULY, A.D. 2014, AT 4:25 O'CLOCK P.M.

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

4734491 8100M

140908778




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1509926

DATE: 07-03-14

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

TRADEMARK
REEL: 005334 FRAME: 0719

**CERTIFICATE OF MERGER
OF
BFADS, LLC
(a Nevada limited liability company)
WITH AND INTO
FATWALLET, INC.
(a Delaware corporation)**

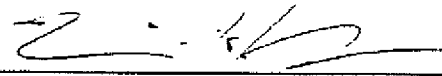
Pursuant to Section 264(c) of the
General Corporation Law of the State of Delaware


FatWallet, Inc., a Delaware corporation ("*FatWallet*"), does hereby certify to the following facts relating to the merger (the "*Merger*") of BFAds, LLC, a Nevada limited liability company ("*BFAds*"), with and into FatWallet, with FatWallet remaining as the surviving corporation of the Merger (the "*Surviving Corporation*"):

- FIRST: FatWallet is incorporated pursuant to the General Corporation Law of the State of Delaware ("*DGCL*"). BFAds is formed pursuant to the Nevada Limited Liability Company Act. FatWallet and BFAds are the constituent corporations in the Merger.
- SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by FatWallet and BFAds in accordance with the provisions of subsection (c) of Section 264 of the DGCL.
- THIRD: The name of the surviving Corporation shall be FatWallet, Inc.
- FOURTH: Upon the effectiveness of the Merger, the certificate of incorporation of the Surviving Corporation as now in force and effect, shall continue to be the certificate of incorporation of the Surviving Corporation, until amended and changed pursuant to the provisions of the DGCL.
- FIFTH: The executed Agreement and Plan of Merger is on file at 160 Spear Street, Suite 1900, San Francisco, CA 94105.
- SIXTH: A copy of the executed Agreement and Plan of Merger will be furnished by FatWallet, the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.
- SEVENTH: The equity interests of BFAds consist of 10,000 membership interests.
- EIGHTH: The Surviving Corporation is a corporation formed and existing under the laws of Delaware.
- NINTH: This Certificate of Merger shall become effective upon filing.

IN WITNESS WHEREOF, FatWallet has caused this Certificate of Merger to be executed by its duly authorized officers this 30th day of June, 2014.

FATWALLET, INC.

By: 
Kevin H. Johnson, Chief Executive Officer

By: 
Kenneth Hirschman, Secretary