

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM347519

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Workpays, LLC		04/17/2015	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Zebit, Inc.		
Street Address:	4250 Executive Sq., Ste. 101		
City:	La Jolla		
State/Country:	CALIFORNIA		
Postal Code:	92037		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	86596539	Z	
Serial Number:	86596557	ZEBIT	
Serial Number:	86596586	ZEBITLINE	
Serial Number:	86596617	ZEBIT MARKET	
Serial Number:	86596631	ZEBIT MARKET	
Serial Number:	86596653	ZEBITSCORE	
Serial Number:	86596661	Z	
CORRESPONDENCE DATA			
Fax Number:	7607226588		
<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:	760-722-6582		
Email:	emorton@ericmortonlaw.com		
Correspondent Name:	Eric Morton		
Address Line 1:	2173 Salk Ave., Ste. 250		
Address Line 4:	Carlsbad, CALIFORNIA 92008		
NAME OF SUBMITTER:	Eric D. Morton		
SIGNATURE:	/Eric D. Morton/		
DATE SIGNED:	07/09/2015		

OP \$190.00 86596539

Total Attachments: 6

source=Zebit, Inc. - Filed Certificate of Incorporation (filed 4-17-15) (2)#page1.tif

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source=Workpays LLC - Filed Certificate of Conversion (filed 4-17-15)#page1.tif

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Delaware

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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 "ZEBIT, INC." FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF APRIL, A.D. 2015, AT 7:54 O'CLOCK A.M.


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

5486840 8100V

150523852



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2302204

DATE: 04-17-15

TRADEMARK
REEL: 005574 FRAME: 0587

**CERTIFICATE OF INCORPORATION
OF
ZEBIT, INC.**

FIRST: The name of the corporation is Zebit, Inc. (the "Corporation").

SECOND: The address of the registered office of the Corporation in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover 19904, County of Kent. The name of the registered agent at such address is National Registered Agents, Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The Corporation is authorized to issue one class of stock, to be designated "Common Stock," with a par value of \$0.0001 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is 10,000.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

SIXTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

SEVENTH: The name and mailing address of the incorporator is:

Lisa A. Ortiz
DLA Piper LLP (US)
4365 Executive Drive, Suite 1100
San Diego, CA 92121

EIGHTH: To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Corporation shall be indemnified by the Corporation in accordance with the Bylaws and shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article EIGHTH 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, or increase the liability of any director of the Corporation with respect to any acts or omissions occurring prior to, such repeal or modification.

THE UNDERSIGNED, being the incorporator named above, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 17th day of April, 2015.



Lisa A. Ortiz, Incorporator

ZEBIT LLC
4250 Executive Square, Suite 101
San Diego, CA 92037
(800) 609-9170

CONSENT TO USE OF NAME

Zebit, LLC, a Delaware limited liability company, hereby consents to the use of the name Zebit, Inc., in the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Consent to Use of Name on this 17th day of April, 2015.

ZEBIT, LLC

By: 

Name: Michael Thiemann

Title: CEO

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 DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "WORKPAYS LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "WORKPAYS LLC" TO "ZEBIT, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF APRIL, A.D. 2015, AT 7:54 O'CLOCK A.M.


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

5486840 8100V

150523852



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2302204

DATE: 04-17-15

TRADEMARK
REEL: 005574 FRAME: 0591

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company was first formed is February 24, 2014.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is Workpays LLC.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Zebit, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 17th day of April, 2015.

WORKPAYS/LLC

By: 

Michael Thiemann, Chief Executive Officer