

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM382518

|                              |                |
|------------------------------|----------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT |
| <b>NATURE OF CONVEYANCE:</b> | MERGER         |
| <b>EFFECTIVE DATE:</b>       | 12/21/2015     |

## CONVEYING PARTY DATA

| Name                          | Formerly | Execution Date | Entity Type         |
|-------------------------------|----------|----------------|---------------------|
| AskMen Solutions Canada, Inc. |          | 12/21/2015     | Corporation: CANADA |

## RECEIVING PARTY DATA

|                           |                            |
|---------------------------|----------------------------|
| <b>Name:</b>              | Ziff Davis Canada, Inc.    |
| <b>Doing Business As:</b> | AskMen.com                 |
| <b>Street Address:</b>    | 4200 St. Laurent Boulevard |
| <b>Internal Address:</b>  | Suite 801                  |
| <b>City:</b>              | Montreal                   |
| <b>State/Country:</b>     | CANADA                     |
| <b>Postal Code:</b>       | H2W 2R2                    |
| <b>Entity Type:</b>       | Corporation: CANADA        |

## PROPERTY NUMBERS Total: 2

| Property Type               | Number  | Word Mark  |
|-----------------------------|---------|------------|
| <b>Registration Number:</b> | 3698773 | ASKMEN.COM |
| <b>Registration Number:</b> | 3494771 | ASKMEN.COM |

## CORRESPONDENCE DATA

Fax Number:

*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.*

Phone: 212-503-5417  
 Email: julianna\_orgel-eaton@ziffdavis.com  
 Correspondent Name: Ziff Davis, LLC  
 Address Line 1: 28 East 28th Street  
 Address Line 2: 11th Floor  
 Address Line 4: New York, NEW YORK 10016

## DOMESTIC REPRESENTATIVE

Name: Julianna Orgel-Eaton  
 Address Line 1: 28 East 28th Street  
 Address Line 2: 11th Floor

OP \$65.00 3698773

|                                                                                                                                                                                                                                                                                     |                           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|
| <b>Address Line 4:</b> New York, NEW YORK 10016                                                                                                                                                                                                                                     |                           |
| <b>NAME OF SUBMITTER:</b>                                                                                                                                                                                                                                                           | Julianna E. Orgel-Eaton   |
| <b>SIGNATURE:</b>                                                                                                                                                                                                                                                                   | /Julianna E. Orgel-Eaton/ |
| <b>DATE SIGNED:</b>                                                                                                                                                                                                                                                                 | 04/29/2016                |
| <b>Total Attachments: 4</b><br>source=Ziff Canada Askmen-amalgamation documents#page1.tif<br>source=Ziff Canada Askmen-amalgamation documents#page2.tif<br>source=Ziff Canada Askmen-amalgamation documents#page3.tif<br>source=Ziff Canada Askmen-amalgamation documents#page4.tif |                           |

**Canada Business Corporations Act (CBCA)  
FORM 9  
ARTICLES OF AMALGAMATION  
(Section 185)**

**1 - Corporate name of the amalgamated corporation**  
Ziff Davis Canada, Inc.

**2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)**  
Ontario

**3 - The classes and any maximum number of shares that the corporation is authorized to issue**  
The Corporation is authorized to issue an unlimited number of shares of 1 class designated as common shares.

**4 - Restrictions, if any, on share transfers**  
The transfer of shares in the capital of the Corporation shall be restricted in the manner provided in Article 7 of the articles.

**5 - Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes)**  
Minimum number  Maximum number

**6 - Restrictions, if any, on the business the corporation may carry on**  
There are no restrictions on the business the Corporation may carry on or on the powers the Corporation may exercise.

**7 - Other provisions, if any**  
See Schedule A

**8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:**

|                                                                                        |                                                                                          |                                                                                                       |
|----------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
| <input type="radio"/> 183 - Long form : approved by special resolution of shareholders | <input type="radio"/> 184(1) - Vertical short-form : approved by resolution of directors | <input checked="" type="radio"/> 184(2) - Horizontal short-form : approved by resolution of directors |
|----------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|

**9 - Declaration**  
I hereby certify that I am a director or an authorized officer of the following corporation:

| Name of the amalgamating corporations | Corporation number | Signature |
|---------------------------------------|--------------------|-----------|
| Ziff Davis Canada, Inc.               | 850503-9           |           |
| ASKMEN.COM SOLUTIONS CANADA INC.      | 430839-5           |           |
| SOLUTIONS ASKMEN.COM CANADA INC.      |                    |           |

**Note:** Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

**Schedule A**

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**7- Other provisions, if any**

The right to transfer securities (including for greater certainty shares) other than non-convertible debt securities of the Corporation, shall be restricted in that no securities shall be transferred without either:

(a) the consent of the directors of the Corporation, expressed by a resolution passed by the directors or by an instrument or instruments in writing signed by a majority of the directors, which consent may be given either prior or subsequent to the time of transfer of such securities; or

(b) the consent of the holder or holders of shares of the Corporation to which are attached at least a majority of the votes attaching to all shares of the Corporation for the time being outstanding carrying a voting right either under all circumstances or under some circumstances that have occurred and are continuing, expressed by a resolution passed by such holder or holders or by an instrument or instruments in writing signed by such holder or holders, which consent may be given either prior or subsequent to the time of transfer of such securities.

**Canada Business Corporations Act (CBCA)  
FORM 2**

**INITIAL REGISTERED OFFICE ADDRESS AND FIRST BOARD OF DIRECTORS  
(Sections 19 and 106)**

**To be filed with Articles of Incorporation, Amalgamation or Continuance**

**1 - Corporate name**

Ziff Davis Canada, Inc.

**2 - Address of registered office (must be a street address, a P.O. Box is not acceptable)**

Number and street name : 333 Bay Street, Suite 2400

City : Toronto Province / Territory : Ontario Postal Code : M5H 2T6

**3 - Additional address**

Care of : \_\_\_\_\_

Number and street name : \_\_\_\_\_

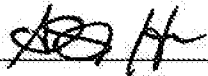
City : \_\_\_\_\_ Province / Territory : \_\_\_\_\_ Postal Code : \_\_\_\_\_

**4 - Members of the board of directors**

| FIRST AND LAST NAME | ADDRESS (must be a street address, a P.O. Box is not acceptable) | CANADIAN RESIDENT (Yes/No) |
|---------------------|------------------------------------------------------------------|----------------------------|
| Anthony F. Baldanza | 37 St. Leonards Crescent, Toronto, Ontario, M4N 3A5, Canada      | Yes                        |
| Stephen Hicks       | 28 E28th Street, New York, New York 10016, U.S.A.                | No                         |
| Brian Stewart       | 77 Shadyside Avenue, Port Washington, New York, 11050, U.S.A.    | No                         |
|                     |                                                                  |                            |
|                     |                                                                  |                            |

**5 - Declaration**

I hereby certify that I am an incorporator of the new corporation, or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the CBCA.

Signature: 

Print name: Stephen Hicks Telephone number: (212) 503-3500

**Note:** Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

STATUTORY DECLARATION

CANADA )
) IN THE MATTER OF the Canada Business
) Corporations Act
PROVINCE OF ONTARIO )
) and
) In the matter of articles of amalgamation filed
) pursuant to section 185 in the name
) Ziff Davis Canada, Inc.
TO WIT: )

I, Stephen Hicks, of the City of New York, in the State of New York, DO SOLEMNLY DECLARE that:

- 1. This Declaration is made pursuant to subsection 185(2) of the Canada Business Corporations Act.
2. I am a director of each of Ziff Davis Canada, Inc. and Askmen.com Solutions Canada Inc./Solutions Askmen.com Canada Inc. (the "Amalgamating Corporations") and as such have knowledge of their respective affairs.
3. I have conducted such examinations of the books and records of each of the Amalgamating Corporations, and have made such enquiries and investigations as are necessary to enable me to make this Declaration..
4. There are reasonable grounds for believing that:
(a) each of the Amalgamating Corporations and the amalgamated corporation will be able to pay its liabilities as they become due;
(b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
(c) no creditor of the Amalgamating Corporations will be prejudiced by the amalgamation.

AND I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Canada Evidence Act.

DECLARED before me at the
City of New York
in the State of New York
this 21st day of December, 2015

[Signature]
Notary Public in and for the State of
New York
SONA BALACHANDRAN
NOTARY PUBLIC, State of New York
No. 02BA6190134
Qualified in New York County
Commission Expires July 14, 2016

[Signature]
Stephen Hicks