

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM397312

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	03/04/2014		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
STATE BAGS, INC.		03/04/2014	Corporation: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	STATE BAGS PUBLIC BENEFIT CORPORATION		
<b>Street Address:</b>	10 ST. JAMES AVE.		
<b>Internal Address:</b>	11TH FLOOR		
<b>City:</b>	BOSTON		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02116		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4560905	GIVEBACKPACK	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<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>			
<b>Email:</b>	ELIZABETH.BURKHARD@HKLAW.COM		
<b>Correspondent Name:</b>	HOLLAND & KNIGHT LLC		
<b>Address Line 1:</b>	10 ST. JAMES AVE.		
<b>Address Line 2:</b>	11TH FLOOR		
<b>Address Line 4:</b>	BOSTON, MASSACHUSETTS 02116		
<b>ATTORNEY DOCKET NUMBER:</b>	146396.00004		
<b>NAME OF SUBMITTER:</b>	LAURA O'BRIEN		
<b>SIGNATURE:</b>	/LAURA O'BRIEN/		
<b>DATE SIGNED:</b>	09/02/2016		
<b>Total Attachments: 2</b>			
source=030514 Certificate of Merger STATE BAGS INC#page1.tif			
source=030514 Certificate of Merger STATE BAGS INC#page2.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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"STATE BAGS, INC.", A NEW YORK CORPORATION,  
WITH AND INTO "STATE BAGS PUBLIC BENEFIT CORPORATION" UNDER THE NAME OF "STATE BAGS PUBLIC BENEFIT CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF MARCH, A.D. 2014, AT 11:09 O'CLOCK A.M.

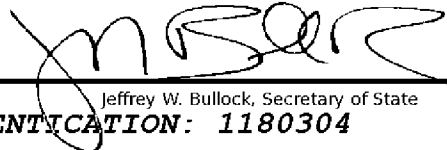
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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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: 1180304

DATE: 03-05-14

TRADEMARK  
REEL: 005869 FRAME: 0611

**STATE OF DELAWARE**  
**CERTIFICATE OF MERGER OF**  
**FOREIGN BENEFIT CORPORATION INTO**  
**A DOMESTIC PUBLIC BENEFIT CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is State Bags Public Benefit Corporation, a Delaware public benefit corporation, and the name of the corporation being merged into the surviving corporation is State Bags, Inc., a New York benefit corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is State Bags Public Benefit Corporation, a Delaware public benefit corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

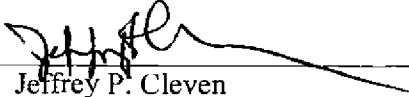
**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 2,000,000 shares of common stock, par value \$0.01 per share.

**SIXTH:** The merger is to become effective upon filing.

**SEVENTH:** The Agreement of Merger is on file at State Bags, Inc., c/o Holland & Knight LLP, 10 St. James Ave., Boston, MA 02116, an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**IN WITNESS WHEREOF,** said surviving corporation has caused this certificate to be signed by an authorized officer, the 4<sup>th</sup> day of March, 2014.

By:   
Name: Jeffrey P. Cleven  
Title: Secretary