

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM399262

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	Change of State of Incorporation		
RESUBMIT DOCUMENT ID:	900377392		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Izea, Inc.		11/17/2011	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Izea, Inc.		
Street Address:	480 N. Orlando Avenue		
Internal Address:	Suite 200		
City:	Winter Park		
State/Country:	FLORIDA		
Postal Code:	32789		
Entity Type:	Corporation: NEVADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3842031	GET EVERYONE TALKING	
CORRESPONDENCE DATA			
Fax Number:	4079267720		
<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:	407-926-7707		
Email:	ldavis@bwsmpiaw.com		
Correspondent Name:	Beusse Wolter Sanks & Maire, PLLC		
Address Line 1:	390 N. Orange Avenue		
Address Line 2:	Suite 2500		
Address Line 4:	Orlando, FLORIDA 32801		
ATTORNEY DOCKET NUMBER:	15142-056		
NAME OF SUBMITTER:	Terry M. Sanks		
SIGNATURE:	/Terry M. Sanks/		
DATE SIGNED:	09/21/2016		
Total Attachments: 9			
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TRADEMARK ASSIGNMENT COVER SHEET

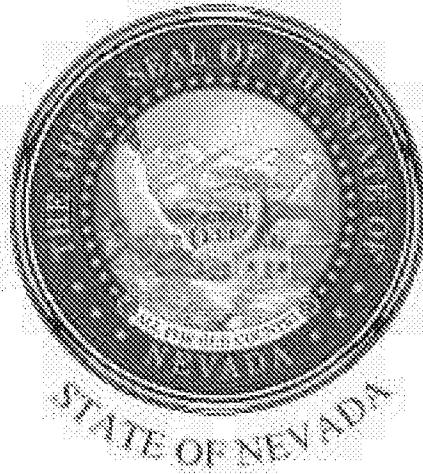
Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM397786

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Change of State of Incorporation	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Izea, Inc.	FORMERLY Delaware	11/17/2011	Corporation: NEVADA
RECEIVING PARTY DATA			
Name:	Izea, Inc.		
Street Address:	480 N. Orlando Avenue		
Internal Address:	Suite 200		
City:	Winter Park		
State/Country:	FLORIDA		
Postal Code:	32789		
Entity Type:	Corporation: NEVADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3842031	GET EVERYONE TALKING	
CORRESPONDENCE DATA			
Fax Number:	4079267720		
<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:	407-926-7707		
Email:	ldavis@bwsmiplaw.com		
Correspondent Name:	Beusse Wolter Sanks & Maire, PLLC		
Address Line 1:	390 N. Orange Avenue		
Address Line 2:	Suite 2500		
Address Line 4:	Orlando, FLORIDA 32801		
NAME OF SUBMITTER:	Terry M. Sanks		
SIGNATURE:	/Terry M. Sanks/		
DATE SIGNED:	09/08/2016		
Total Attachments: 7			
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OP \$40.00 3842031

SECRETARY OF STATE



**CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING**

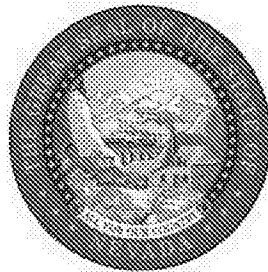
I, BARBARA K. CEGAVSKE, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **IZEA, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since March 22, 2010, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on July 29, 2016.

Handwritten signature of Barbara K. Cegavske in cursive script.

BARBARA K. CEGAVSKE
Secretary of State



Electronic Certificate
Certificate Number: G20160729-0792
You may verify this electronic certificate
online at <http://www.nvsos.gov/>




ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov



090301

**Certificate to Accompany
 Restated Articles or
 Amended and Restated Articles**
 (PURSUANT TO NRS)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number
	20110833785-88
	Filing Date and Time
	11/28/2011 11:30 AM
Entity Number	
E0127052010-3	

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

This Form is to Accompany Restated Articles or Amended and Restated Articles of Incorporation
 (Pursuant to NRS 78.403, 82.371, 86.221, 87A, 88.365 or 88A.250)

(This form is also to be used to accompany Restated Articles or Amended and Restated Articles for Limited-Liability Companies, Certificates of Limited Partnership, Limited-Liability Limited Partnerships and Business Trusts)

1. Name of Nevada entity as last recorded in this office:

IZEA Holdings, Inc.

2. The articles are: (mark only one box) Restated Amended and Restated

Please entitle your attached articles "Restated" or "Amended and Restated," accordingly.

3. Indicate what changes have been made by checking the appropriate box:*

- No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on:
 The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.
- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other. The articles or certificate have been amended as follows: (provide article numbers, if available)

4. Effective date and time of filing: (optional) Date:

Date:

Time:

(must not be later than 90 days after the certificate is filed)

* This form is to accompany Restated Articles or Amended and Restated Articles which contain newly altered or amended articles. The Restated Articles must contain all of the requirements as set forth in the statutes for amending or altering the articles for certificates.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Restated Articles
 Revised: 8-31-11

TRADEMARK
REEL: 005880 FRAME: 0553



090201



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4820
(775) 684-6708
Website: www.nvsoe.gov

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

IZEA Holdings, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

See Annex A


- The name has been changed.
- The registered agent has changed.
- New articles have been added

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 54.8%

4. Effective date and time of filing: (optional) Date: _____ Time: _____

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X 
Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amend Profit After
Revised: 9-21-11

ANNEX A

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

IZEA, INC.,

A Nevada corporation

ARTICLE I

NAME

The name of the corporation is IZEA, Inc. (the "Corporation").

ARTICLE II

RESIDENT AGENT AND REGISTERED OFFICE

The name and address of the Corporation's resident agent for service of process is Vcorp Services, LLC.

ARTICLE III

CAPITAL STOCK

3.01 *Authorized Capital Stock.* The total number of shares of stock this Corporation is authorized to issue shall be five hundred ten million (510,000,000) shares. This stock shall be divided into two classes to be designated as "Common Stock" and "Preferred Stock."

3.02 *Common Stock.* The total number of authorized shares of Common Stock shall be five hundred million (500,000,000) shares with par value of \$0.0001 per share. Effective upon the filing by the Secretary of State of Nevada of the Amended and Restated Articles of Incorporation (the "Effective Time"), each five (5) shares of Common Stock ("Old Stock") issued and outstanding or reserved for issuance, shall automatically without any action by the holder thereof, be changed and reclassified into one (1) share of fully-paid and non-assessable Common Stock ("New Stock") and each certificate which prior to the Effective Time represented five (5) shares of the Old Stock shall, from and after the Effective Time be deemed to represent one (1) share of the New Stock. Any owner of less than a single full share of New Stock shall be entitled to

receive the next highest number of full shares of New Stock in lieu of such fractional interest.

3.03 *Preferred Stock.* The total number of authorized shares of Preferred Stock shall be ten million (10,000,000) shares with par value of \$0.0001 per share. The board of directors shall have the authority to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, and to state in the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(a) Whether or not the class or series shall have voting rights, full or limited, the nature and qualifications, limitations and restrictions on those rights, or whether the class or series will be without voting rights;

(b) The number of shares to constitute the class or series and the designation thereof;

(c) The preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any class or series;

(d) Whether or not the shares of any class or series shall be redeemable and if redeemable, the redemption price or prices, and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) Whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking funds be established, the amount and the terms and provisions thereof;

(f) The dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(g) The preferences, if any, and the amounts thereof which the holders of any class or series thereof are entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of assets of, the Corporation;

(h) Whether or not the shares of any class or series are convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such

exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) Such other rights and provisions with respect to any class or series as may to the board of directors seem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any respect. The Board of Directors may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any existing class or series of the Preferred Stock and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE IV

DIRECTORS

The number of directors comprising the board of directors shall be fixed and may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation, except that at no time shall there be less than one director.

ARTICLE V

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Nevada Revised Statutes ("NRS").

ARTICLE VI

DIRECTORS' AND OFFICERS' LIABILITY

The individual liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by the NRS, as the same may be amended and supplemented. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

ARTICLE VII

INDEMNITY

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be exclusive of any other right which such directors, officers or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this Article.

Without limiting the application of the foregoing, the board of directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprises against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

The indemnification provided in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

Dated: November 17, 2011

/s/ Edward Murphy
Edward Murphy, CEO