

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM414121

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
BlackbookHR, LLC		12/09/2016	Limited Liability Company:
RECEIVING PARTY DATA			
Name:	Talmatrix, Inc.		
Street Address:	35 E. 7th Street		
Internal Address:	# 710		
City:	Cincinnati		
State/Country:	OHIO		
Postal Code:	45202		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	4898633	RNA	
Registration Number:	4939824	BLACKBOOKHR	
Registration Number:	4939827	PRESTO	
Registration Number:	5102040	TALMETRIX	
CORRESPONDENCE DATA			
Fax Number:	5136985078		
<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:	5136985078		
Email:	mmarrero@ulmer.com		
Correspondent Name:	Michael A. Marrero		
Address Line 1:	600 Vine Street		
Address Line 2:	Suite 2800		
Address Line 4:	Cincinnati, OHIO 45202-2409		
NAME OF SUBMITTER:	Michael A. Marrero		
SIGNATURE:	/Michael A. Marrero/		
DATE SIGNED:	01/30/2017		
Total Attachments: 14			

OP \$115.00 4898633

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Delaware

Page 1

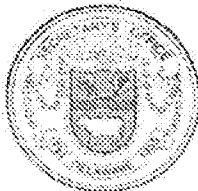
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TALMETRIX, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINTH DAY OF DECEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TALMETRIX, INC." WAS INCORPORATED ON THE NINTH DAY OF DECEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



6244416 8300

SR# 20167002208

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

Handwritten signature of Jeffrey W. Bullock, Secretary of State of Delaware, in black ink over a horizontal line.

Authentication: 203483454

Date: 12-09-16

TRADEMARK
REEL: 005978 FRAME: 0384

201634700420

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/12/2016	201634700420	CONVERSION WITHIN SOS RECORDS (CVS)	99.00	300.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

THOMPSON HINE LLP
ATTN: CAROL R. RUSSELL
41 S. HIGH STREET, #1700
COLUMBUS, OH 43215

**STATE OF OHIO
CERTIFICATE**

**Ohio Secretary of State, Jon Husted
1819130**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
TALMETRIX, INC.

and, that said business records show the filing and recording of:

Document(s)
CONVERSION WITHIN SOS RECORDS

Document No(s):
201634700420

Effective Date: **12/12/2016**

CHANGE BUSINESS TYPE TO FOREIGN FOR PROFIT



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 12th day of December, A.D. 2016.

Handwritten signature of Jon Husted in cursive script.

Ohio Secretary of State

**TRADEMARK
REEL: 005978 FRAME: 0385**



Form 700 Prescribed by:
JON HUSTED
 OHIO SECRETARY OF STATE
 Toll Free: (877) 666-FILE (377-782-4432)
 Central Ohio: (614) 465-3913
 www.OhioSecretaryofState.gov
 hustedj@OhioSecretaryofState.gov
 File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (not expedited):
 P.O. Box 1325
 Columbus, OH 43266
 Expedite Filing (Two Business Day processing time -
 Requires an additional \$150.00)
 P.O. Box 1380
 Columbus, OH 43266

Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State

Filing Fee: \$99
Form Must Be Typed

(CHECK ONLY ONE (1) BOX)

(1) <input checked="" type="checkbox"/> Converting Within The Records of the Ohio Secretary of State	(2) <input type="checkbox"/> Converting Off The Records of the Ohio Secretary of State (187-VXX)
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Name of the converting entity	BlackbookHR, LLC
Jurisdiction of Formation	Ohio
Charter/Registration Number	1819130
The converting entity is a: <i>(Check Only (1) One Box)</i>	
<input type="checkbox"/> Domestic Corporation (For-Profit or Nonprofit) <input type="checkbox"/> Foreign Corporation (For-Profit or Nonprofit) <input type="checkbox"/> Domestic Nonprofit Limited Liability Company <input type="checkbox"/> Foreign Nonprofit Limited Liability Company <input checked="" type="checkbox"/> Domestic For-Profit Limited Liability Company <input type="checkbox"/> Foreign For-Profit Limited Liability Company	<input type="checkbox"/> Partnership <input type="checkbox"/> Domestic Limited Partnership <input type="checkbox"/> Foreign Limited Partnership <input type="checkbox"/> Domestic Limited Liability Partnership <input type="checkbox"/> Foreign Limited Liability Partnership
The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists and that those laws permit the conversion.	

Name of the converted entity

Jurisdiction of Formation

The converted entity is a:
 (Check Only (1) One Box)

<input type="checkbox"/> Domestic Corporation (For-Profit)	<input type="checkbox"/> Partnership
<input checked="" type="checkbox"/> Foreign Corporation (For-Profit or Nonprofit)	<input type="checkbox"/> Domestic Limited Partnership
<input type="checkbox"/> Domestic Nonprofit Limited Liability Company	<input type="checkbox"/> Foreign Limited Partnership
<input type="checkbox"/> Foreign Nonprofit Limited Liability Company	<input type="checkbox"/> Domestic Limited Liability Partnership
<input type="checkbox"/> Domestic For-Profit Limited Liability Company	<input type="checkbox"/> Foreign Limited Liability Partnership
<input type="checkbox"/> Foreign For-Profit Limited Liability Company	

Effective Date (The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)

(Optional)

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

Name

Mailing Address

City

State

Zip Code

Required information that must accompany conversion certificate if box 2 is checked

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

State

Zip Code

See instructions for additional filing requirements if

- (1) the conversion creates a new domestic entity,
- (2) the converted entity is a foreign entity that desires to transact business in Ohio; or
- (3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.

IN WITNESS WHEREOF, the conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Required
Must be signed by an
authorized representative.

Chris Powell

Signature

By (if applicable)

Chris Powell, Chief Executive Officer

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

[Redacted box]

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

Agency	Date Notified	Agency	Date Notified
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215 *Only required for domestic for-profit corporations	[Redacted]	Ohio Job & Family Services Status and Liability Section Date Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319 Overnight: P.O. Box 182413 Columbus, OH 43218-2413 Regular: P.O. Box 182413 Columbus, OH 43218-2413	[Redacted]
Ohio Department of Taxation Taxpayer Services Division/Tax Release Unit PO Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us *Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. [see* note below]	[Redacted]	<input type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax.	

*Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation.

Note: This affidavit must be signed by one or more persons executing the certificate or by an officer of the corporation.

Signature [Redacted] Title [Redacted]

[Redacted box]

Name

[Redacted box]

Mailing Address

[Redacted box]

City

[Redacted box]

State

[Redacted box]

Zip Code

Sworn to and subscribed in my presence on [Redacted]
Date

Seal [Redacted]
Notary Public

Commission Expires [Redacted]
Date

AFFIDAVIT OF PERSONAL PROPERTY

State of []

County of []

[]
Name of Officer

[]
Title of Officer

of []
Name of Corporation

and that this affidavit is made in compliance with Section [] of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property in the following county (ies)

[] [] []

Signature: []

Title: []

Sworn to and subscribed in my presence on Date []

Seal

[]
Notary Public

Expiration date of Notary Public's Commission Date []

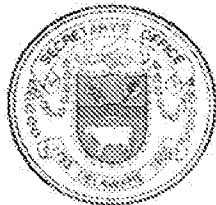
Delaware

The First State

Page 1

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 CONVERSION OF AN OHIO LIMITED LIABILITY COMPANY UNDER THE NAME OF "BLACKBOOKHR, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "BLACKBOOKHR, LLC" TO "TALMETRIX, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF DECEMBER, A.D. 2016, AT 1:46 O'CLOCK P.M.

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



6244416 8100F
SR# 20166998914

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

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203483278
Date: 12-09-16

TRADEMARK
REEL: 005978 FRAME: 0391



Form 530A Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) 678-FLFE (677-787-3463)
Central Office: (614) 451-2815

www.OhioSecretaryofState.gov
business@OhioSecretaryofState.gov

File online or for more information: www.OhioBusinessCentral.com

Mail this form to one of the following:

Regular Processing Department
P.O. Box 209
Columbus, OH 43216

Expedite Filing (Four business day processing time)

Requires an additional \$100.00

P.O. Box 1090
Columbus, OH 43216

Foreign For-Profit Corporation Application for License

Filing Fee: \$99

(151-FLF)

Form Must Be Typed

The application is made to procure a Permanent License Temporary License (valid for six months)

Attach Certificate of Good Standing from the jurisdiction of formation (see instructions)

Name of Corporation:

(Name must match the name on the Certificate of Good Standing)

Assumed name under which the corporation will do business, if its corporate name is not available in Ohio
(Must attach "Resolution of Foreign Corporation to Qualify Under An Assumed Name" Form 591)

Under the Laws of the Jurisdiction of

Jurisdiction of Formation

Date of Incorporation in Jurisdiction of Formation

Date of Incorporation

The location of the principal office is:

Mailing Address

City

State

ZIP Code

If the principal office is located outside Ohio, provide a location in Ohio, if one exists.

Mailing Address

City

State

ZIP Code

A brief summary of the corporate purpose(s) to be exercised within Ohio

Appointment of Agent

The corporation hereby appoints the following as its statutory agent upon whom process against the corporation may be served in Ohio.

Chris Powell

Name

35 E 7th St. #710

Mailing Address

Cincinnati

City

Ohio

State

45202

ZIP Code

The entity above irrevocably consents to service of process on the agent listed above as long as the authority of the agent continues, and to service of process upon the Ohio Secretary of State if:

- A. an agent is not appointed, or
- B. an agent is appointed but the authority of that agent has been revoked, or
- C. the agent cannot be found or served after the exercise of reasonable diligence.

Pursuant to Ohio Revised Code 1703.29 (A), a foreign corporation is required to pay an additional \$250 fee if the application is being made to enable the corporation to prosecute or defend a legal action. Please see Ohio Revised Code or the instructions for more information.

- No, the corporation is not filing for this purpose and an additional fee is not included.
- Yes, the application is being filed for this purpose and the additional \$250 fee is included with the filing fee.

If yes then:

Pursuant to Ohio Revised Code 1703.29(B), a foreign corporation that began transacting business in Ohio prior to 2009 without a license may be required to provide a certificate from the tax commissioner which states that the corporation has paid all franchise taxes which it should have paid had it qualified to do business in this state.

Did the corporation begin transacting business in Ohio prior to 2009?

- Yes, the D4 certificate from the tax commissioner is attached.
- No, the corporation began transacting business in 2009 or later, therefore, a D4 certificate is not required.

Chris Powell
Name of Officer

, being first duly sworn, deposes and says that he/she is the

Chief Executive Officer
Officer Title

of Telemetrix, Inc.
Corporation

the corporation described in the foregoing application, and that the statements contained in said application are true and correct to best of my knowledge and belief.

Name Chris Powell

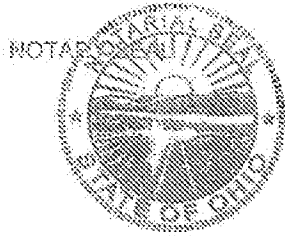
Signature

Chris Powell

Sworn before me and subscribed on

12/9/16
Date

Justin Williams
Notary Public



Justin Williams, Attorney at Law
10000 PULASKI - CINCINNATI, OHIO 45241
By commission expires 06/30/17
Sec. 14709.02

Expiration Date of Notary's Commission

N/A
Date

CERTIFICATE OF INCORPORATION

OF

TALMETRIX, INC.

FIRST. The name of the corporation is Talmetrix, Inc.

SECOND. The address of its registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

FOURTH. The total number of shares of stock of all classes of stock which the Corporation shall have authority to issue is (i) 4,626,886 shares of Common Stock, \$0.00001 par value per share ("Common Stock") and (ii) 1,173,326 shares of Preferred Stock, \$0.00001 par value per share ("Preferred Stock").

FIFTH. The number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

SIXTH. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

SEVENTH. Meetings of the stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board or in the Bylaws of the Corporation.

EIGHTH. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article Eighth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

NINTH. The name and mailing address of the sole incorporator is:

Chris Powell
35 E 7th St #710
Cincinnati, OH 45202

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do 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 9th day of December, 2016.

DocuSigned by:

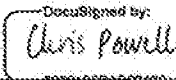
Chris Powell, Incorporator

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:46 PM 12/09/2016
FILED 01:46 PM 12/09/2016
SR 2016698914 - File Number: 6244416

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

- FIRST. The jurisdiction where the Limited Liability Company first formed is Ohio.
- SECOND. The jurisdiction immediately prior to filing this Certificate is Ohio.
- THIRD. The date the Limited Liability Company first formed is November 17, 2008.
- FOURTH. The name of the Limited Liability Company immediately prior to filing this Certificate is BlackbookHR, LLC.
- FIFTH. The name of the Corporation as set forth in the Certificate of Incorporation is Talmatrix, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company has executed this Certificate on the 9th day of December, 2016.

By:  _____
 Name: Chris Powell
 Title: Manager