

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM482617

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/30/2018		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mphasize, LLC		03/07/2018	Limited Liability Company: CONNECTICUT
RECEIVING PARTY DATA			
Name:	Digitas, Inc.		
Street Address:	33 Arch Street		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	Corporation: MASSACHUSETTS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3680918	MPHASIZE	
CORRESPONDENCE DATA			
Fax Number:			
<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:	7733200593		
Email:	tmdocket@culhanemeadows.com		
Correspondent Name:	Angela M Washelesky		
Address Line 1:	4249 N Kolmar Ave, Suite 101		
Address Line 4:	Chicago, ILLINOIS 60641		
NAME OF SUBMITTER:	Angela Washelesky		
SIGNATURE:	/Angela Washelesky/		
DATE SIGNED:	07/19/2018		
Total Attachments: 13			
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MPHASIZE, LLC

**CONSENT IN LIEU OF MEETING
OF THE MANAGEMENT BOARD**

The undersigned, being all of the members of the Management Board of Mphasize, LLC, a Connecticut limited liability company (the "Company"), hereby waive any and all notice, and unanimously consent, pursuant to Section 8 of the Company's Third Amended & Restated Limited Liability Company Operating Agreement (the "Agreement"), to the adoption of the following resolutions:

Merger into Digitas, Inc.

WHEREAS, the Company and *Digitas, Inc.*, a Massachusetts corporation ("Digitas"), provide complementary services to their clients; and both are indirect wholly-owned subsidiaries of Publicis Groupe S.A., a French *société anonyme* ("Publicis").

WHEREAS, in furtherance of Publicis' initiative of combining the operations of its subsidiaries having complementary service offerings to achieve certain efficiencies, the business, financial, and legal advisors of the Company and Digitas have recommended that the Management Board consider the advisability of merging the Company with and into Digitas effective as of 6:00 p.m. EDT on March 30, 2018, in accordance with the terms of a Plan of Merger (the "Merger").

WHEREAS, the Management Board has considered the advisability of the Merger.

RESOLVED, that the Merger is deemed advisable in the judgment of the Management Board, in order that Digitas may assume any and all of the property, assets, rights, powers, and privileges of the Company, and may be liable for any and all of the debts and obligations of the Company.

RESOLVED, that the duly elected officers of the Company and persons designated by them (the "Authorized Officers") are hereby authorized and directed by the Management Board to sign and file any and all documents, and take any and all further actions, necessary to effect and record the Merger.

RESOLVED, that all acts and actions taken by the Authorized Officers prior to the date hereof relative to putting into effect the intent and purpose of the foregoing resolutions are hereby ratified, confirmed, and approved in all respects.

Mphasize, LLC
Management Board Meeting / Signature Page
Consent to merger with & into Digitas, Inc.

This Consent in Lieu of Meeting may be executed in counterparts by the Management Board, each of which counterpart when so executed will be deemed to be an original and all of which taken together will constitute one and the same Consent. This Consent shall become binding when the counterparts, taken together, shall bear the signature of all those identified as signatories. Delivery of an executed counterpart via telephone facsimile or electronic mail transmission will be effective as delivery of a manually executed counterpart, provided that the original follows within five (5) business days.

IN WITNESS WHEREOF, this Consent in Lieu of Meeting is signed as of the 7th day of March, 2018.



Sumil Garga

Alan M. Wexler

Mphasize, LLC
Management Board Meeting / Signature Page
Consent to merger with & into Digitas, Inc.

This Consent in Lieu of Meeting may be executed in counterparts by the Management Board, each of which counterpart when so executed will be deemed to be an original and all of which taken together will constitute one and the same Consent. This Consent shall become binding when the counterparts, taken together, shall bear the signature of all those identified as signatories. Delivery of an executed counterpart via telephone facsimile or electronic mail transmission will be effective as delivery of a manually executed counterpart, provided that the original follows within five (5) business days.

IN WITNESS WHEREOF, this Consent in Lieu of Meeting is signed as of the 7th day of March, 2018.

Sunil Garga



Alan M. Wexler

MPHASIZE, LLC

**CONSENT IN LIEU OF
MEMBERS MEETING**

The undersigned, being the sole Member of Mphasize, LLC, a Connecticut limited liability company (the "Company"), hereby waives any and all notice, and consents, pursuant to Section 8 of the Company's Third Amended & Restated Limited Liability Company Operating Agreement (the "Agreement"), to the adoption of the following resolutions:

Merger into Digitas, Inc.

WHEREAS, the Company and *Digitas, Inc.*, a Massachusetts corporation ("Digitas"), provide complementary services to their clients; and both are indirect wholly-owned subsidiaries of Publicis Groupe S.A., a French *société anonyme* ("Publicis").

WHEREAS, in furtherance of Publicis' initiative of combining the operations of its subsidiaries having complementary service offerings to achieve certain efficiencies, the business, financial, and legal advisors of the Company and Digitas have recommended that the Member consider the advisability of merging the Company with and into Digitas effective as of 6:00 p.m. EDT on March 30, 2018, in accordance with the terms of a Plan of Merger (the "Merger").

WHEREAS, the Member has considered the advisability of the Merger.

RESOLVED, that for good and valuable consideration, the sufficiency of which is hereby acknowledged, the Member hereby consents to surrendering all of its membership interests in the Company for cancellation, as a requisite step to consummating the Merger.

RESOLVED, that the Merger is deemed advisable in the judgment of the Member, in order that Digitas may assume any and all of the property, assets, rights, powers, and privileges of the Company, and may be liable for any and all of the debts and obligations of the Company.

RESOLVED, that the duly elected officers of the Company and persons designated by them are hereby authorized and directed to take any and all actions that they deem necessary, appropriate, or advisable to carry out the intent and purpose of the foregoing Resolutions.

Mphasize, LLC
Members Meeting / Signature Page
Re: Consent to merger with & into Digitas, Inc.

IN WITNESS WHEREOF, this Consent in Lieu of Meeting is signed as of the 7th day of March, 2018.

SAPIENT CORPORATION

By: _____



John R. Spitzig, Vice President

DIGITAS, INC.

**CONSENT IN LIEU OF MEETING
OF THE BOARD OF DIRECTORS**

The undersigned, being all of the Directors of Digitas, Inc., a Massachusetts corporation (the "Company"), hereby waive any and all notice, and unanimously consent, pursuant to Section 8.21 of Chapter 156D of the General Laws of the Commonwealth of Massachusetts, to the adoption of the following resolutions:

Merger with Mphasize, LLC

WHEREAS, the Company and *Mphasize, LLC*, a Connecticut limited liability company ("Mphasize"), provide complementary services to their clients; and both are indirect wholly-owned subsidiaries of Publicis Groupe S.A., a French *société anonyme* ("Publicis").

WHEREAS, in furtherance of Publicis' initiative of combining the operations of its subsidiaries having complementary service offerings to achieve certain efficiencies, the business, financial, and legal advisors of the Company and Mphasize have recommended that the Directors consider the advisability of merging Mphasize with and into the Company effective as of 6:00 p.m. EDT on March 30, 2018, in accordance with the terms of a Plan of Merger (the "Merger").

WHEREAS, the Directors have considered the advisability of the Merger.

RESOLVED, that the Merger is deemed advisable in the judgment of the Directors, in order that the Company may assume any and all of the property, assets, rights, powers, and privileges of Mphasize, and may be liable for any and all of the debts and obligations of Mphasize.

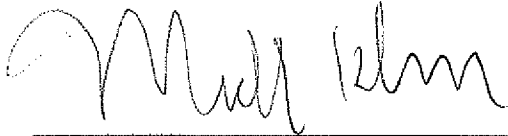
RESOLVED, that the duly elected officers of the Company and persons designated by them (the "Authorized Officers") are hereby authorized and directed by the Directors to sign Articles of Merger for purposes of carrying out the Merger pursuant to Section 11.06 of Chapter 156D of the General Laws of the Commonwealth of Massachusetts; cause it to be filed and recorded in all other jurisdictions where the Company and/or Mphasize is registered to do business; and take any and all further actions, and sign and cause to be filed any and all further documents, necessary to effect and record the Merger.

RESOLVED, that all acts and actions taken by the Authorized Officers prior to the date hereof relative to putting into effect the intent and purpose of the foregoing resolutions are hereby ratified, confirmed, and approved in all respects.

Digitas, Inc.
Directors Meeting / Signature Page
Consent to merger with Mphasize, LLC

This Consent in Lieu of Meeting may be executed in counterparts by the Directors, each of which counterpart when so executed will be deemed to be an original and all of which taken together will constitute one and the same Consent. This Consent shall become binding when the counterparts, taken together, shall bear the signature of all those identified as signatories. Delivery of an executed counterpart via telephone facsimile or electronic mail transmission will be effective as delivery of a manually executed counterpart, provided that the original follows within five (5) business days.

IN WITNESS WHEREOF, this Consent in Lieu of Meeting is signed as of the 7th day of March, 2018.



Michael Kahn


Stephen King

Digitas, Inc.
Directors Meeting / Signature Page
Consent to merger with Mphasize, LLC

This Consent in Lieu of Meeting may be executed in counterparts by the Directors, each of which counterpart when so executed will be deemed to be an original and all of which taken together will constitute one and the same Consent. This Consent shall become binding when the counterparts, taken together, shall bear the signature of all those identified as signatories. Delivery of an executed counterpart via telephone facsimile or electronic mail transmission will be effective as delivery of a manually executed counterpart, provided that the original follows within five (5) business days.

IN WITNESS WHEREOF, this Consent in Lieu of Meeting is signed as of the 7th day of March, 2018.

Michael Kahn



Stephen King

PLAN OF MERGER

This Plan of Merger is made as of the 7th day of March, 2018 by and between:

DIGITAS, INC., a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts (hereinafter "Digitas"), and

MPHASIZE, LLC, a limited liability company duly organized and existing under the laws of the State of Connecticut (hereinafter "Mphasize").

Digitas and Mphasize provide complementary services to their clients. The parties wish to simplify their structure by means of a merger of Mphasize with and into Digitas. For and in consideration of the premises and mutual covenants contained herein, the parties hereby agree as follows:

FIRST: Mphasize shall merge with and into Digitas, and upon the effective date of such merger as hereinafter specified, Mphasize shall cease to exist and shall no longer exercise its rights, powers, and privileges, subject to the laws of the State of Connecticut, being its state of formation. Digitas shall assume any and all of the property, assets, rights, powers, and privileges of Mphasize and shall be liable for any and all of the debts and obligations of Mphasize.

SECOND: The existing membership interests of Mphasize shall be canceled, and the paid-in capital of Mphasize shall be eliminated as of the effective date of the merger.

THIRD: The state of incorporation of Digitas shall be and remain the Commonwealth of Massachusetts as of the effective date of the merger.

FOURTH: The name of Digitas shall be and remain "Digitas, Inc." as of the effective date of the merger.

FIFTH: All provisions of the existing Certificate of Incorporation of Digitas, on file in the Commonwealth of Massachusetts, shall be and remain the Certificate of Incorporation of Digitas as of the effective date of the merger.

SIXTH: The incumbent officers and directors of Digitas shall be and remain the officers and directors of Digitas as of the effective date of the merger.

SEVENTH: The merger shall be effective as of 6:00 p.m. EDT on March 30, 2018.

EIGHTH: Digitas and Mphasize shall each take or cause to be taken all actions, and do or cause to be done all necessary things, to consummate and make effective the merger, subject, however, to the appropriate vote of the members, stockholders, and/or directors of each of the said parties as provided by law.


DIGITAS, INC.

By: _____


John R. Spitzig
Vice President & Assistant Secretary

MPHASIZE, LLC

By: _____


John R. Spitzig
Vice President & Assistant Secretary

TRADEMARK

REEL: 006385 FRAME: 0414

DF
PC

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Merger

FORM MUST BE TYPED

Involving Domestic Corporations, Foreign Corporations or Foreign Other Entities (General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
Digitas, Inc.	Massachusetts	December 18, 2001
Mphasize, LLC	Connecticut	April 24, 2008

(3) The foreign corporation or other entity is / is not* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: Digitas, Inc.

(5) Jurisdiction under the laws of which the surviving entity will be organized: Massachusetts

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: 6:00 p.m. EDT on March 30, 2018

(7-8) For each domestic corporation that is a party to the merger:**

(check appropriate box)

The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

* Check appropriate box

** Provide this information for each domestic corporation separately

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REEL: 006385 FRAME: 0415

(10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.


(11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.

(12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: 33 Arch Street, Boston, MA 02116

(number, street, city or town, state, zip code)

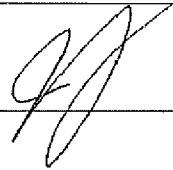
TRADEMARK

REEL: 006385 FRAME: 0416

Signed by:  _____
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 26th day of March, 2018

Signed by:  _____
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

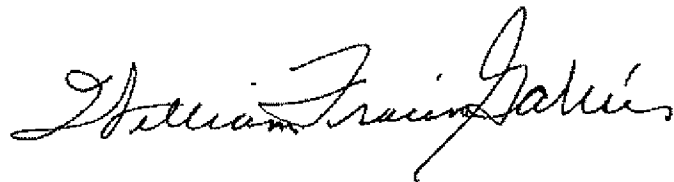
on this 26th day of March, 2018

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

March 27, 2018 02:32 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth