

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM493080

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	10/13/2017

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Universal mCloud USA Corp.	FORMERLY mCloud Corp.	10/13/2017	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Universal mCloud USA Corp.	10/13/2017	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Universal mCloud USA Corp.
Street Address:	580 California Street; 12th Floor
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94104
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	5333557	MICLOUD CORP
Registration Number:	5333558	MICLOUD CORP
Registration Number:	5333559	ASSET CIRCLE OF CARE
Registration Number:	5333560	ASSETCARE

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: 949-280-4800
Email: rhepner@hepnerlaw.com
Correspondent Name: Richard J Hepner
Address Line 1: 25291 Fairgreen
Address Line 4: Mission Viejo, CALIFORNIA 92692

NAME OF SUBMITTER:	Richard J. Hepner
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OP \$115.00 5333557

SIGNATURE:	/Richard J. Hepner/
DATE SIGNED:	10/08/2018
Total Attachments: 3 source=MICROSOFT CORP - DE - Merger#page1.tif source=MICROSOFT CORP - DE - Merger#page2.tif source=MICROSOFT CORP - DE - Merger#page3.tif	

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 MERGER, WHICH MERGES:

"UNIVERSAL VENTURES SUBCO INC.", A DELAWARE CORPORATION, WITH AND INTO "MCLLOUD CORP." UNDER THE NAME OF "UNIVERSAL MCLLOUD USA CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF OCTOBER, A.D. 2017, AT 10:29 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

6241895 8100M
SR# 20176607884

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

Authentication: 203396552
Date: 10-13-17

TRADEMARK
REEL: 006451 FRAME: 0548

STATE OF DELAWARE
CERTIFICATE OF MERGER
UNIVERSAL VENTURES SUBCO INC.
WITH AND INTO
mCLOUD CORP.

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation executed the following Certificate of Merger.

FIRST: The name and state of incorporation of each constituent corporation (the "Constituent Corporations") is as follows:

<u>Name</u>	<u>State of Domicile</u>
mCloud Corp.	Delaware
Universal Ventures Subco Inc.	Delaware

SECOND: The Merger Agreement and Plan of Reorganization has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations.

THIRD: The name of the surviving corporation is mCloud Corp., a Delaware Corporation (the "Surviving Corporation").

FOURTH: Article I of the Certificate of Incorporation of the Surviving Corporation shall be amended and restated as follows:

"The name of this corporation is Universal mCloud USA Corp."

Except as amended hereby, the Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The merger is to become effective upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: The Merger Agreement and Plan of Reorganization is on file at 580 California Street, 12th Floor, San Francisco, California 94104, the place of business of the Surviving Corporation.

SEVENTH: A copy of the Merger Agreement and Plan of Reorganization will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the Constituent Corporations.

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by an authorized officer, the 13th of October, 2017.

mCloud Corp.

By: 

Name: Russel McMeekin

Title: President