

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM535817

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
T0.com, Inc.		10/01/2018	Corporation: UTAH
RECEIVING PARTY DATA			
Name:	tZERO Group, Inc.		
Street Address:	One World Trade Center		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10007		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	86812682	TØ	
Serial Number:	87718317	TZERO	
Serial Number:	87507105	DLR	
Serial Number:	86595427	T0	
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:	8019473780		
Email:	trademarks@overstock.com		
Correspondent Name:	E. Glen Nickle		
Address Line 1:	799 West Coliseum Way		
Address Line 4:	Midvale, UTAH 84047		
NAME OF SUBMITTER:	E. Glen Nickle		
SIGNATURE:	/E Glen Nickle/		
DATE SIGNED:	08/08/2019		
Total Attachments: 5			
source=tZERO Group, Inc. Certificate of Conversion & Incorporation certified copy#page1.tif			
source=tZERO Group, Inc. Certificate of Conversion & Incorporation certified copy#page2.tif			
source=tZERO Group, Inc. Certificate of Conversion & Incorporation certified copy#page3.tif			

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TZERO GROUP, INC." FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2018, AT 8:01 O`CLOCK A.M.

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



7081083 8100F
SR# 20186907493

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

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

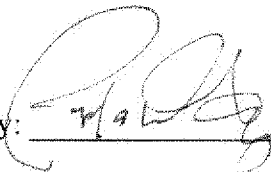
Authentication: 203521319
Date: 10-01-18

TRADEMARK
REEL: 006715 FRAME: 0686

**CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW**

1. The jurisdiction where the Non-Delaware Corporation first formed is Utah.
2. The jurisdiction of the Non-Delaware Corporation immediately prior to filing this Certificate is Utah.
3. The date the Non-Delaware Corporation first formed is December 1, 2014.
4. The name and type of entity of the Non-Delaware Corporation immediately prior to filing this Certificate is t0.com, Inc., a Utah corporation.
5. The name of the Corporation as set forth in the Certificate of Incorporation filed simultaneously herewith is tZERO Group, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation has executed this Certificate on the 1st day of October, A.D. 2018.

By:  _____

Name: Ralph A. Daiuto, Jr.
Title: Chief Operating Officer and General Counsel

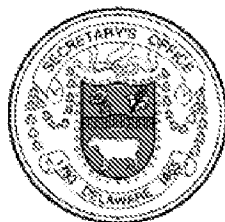
Delaware


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 UTAH CORPORATION UNDER THE NAME OF "T0.COM, INC." TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "T0.COM, INC." TO "TZERO GROUP, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF OCTOBER, A.D. 2018, AT 8:01 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

7081083 8100F
SR# 20186907493

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

Authentication: 203521319
Date: 10-01-18

TRADEMARK
REEL: 006715 FRAME: 0688

CERTIFICATE OF INCORPORATION

OF

tZERO GROUP, INC.

The undersigned Incorporator, desiring to form a corporation under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is tZERO Group, Inc.
2. The registered office of the Corporation in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle, Zip Code 19801. The name of the registered agent at such address is The Corporation Trust Company.
3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of all classes of stock which the Corporation is authorized to issue is 300,000,000, consisting of 200,000,000 shares of common stock, par value \$0.01 per share, and 100,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"). The board of directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, and by filing a certificate pursuant to the applicable law of the State of Delaware (such certificate being hereinafter referred to as a "Preferred Stock Designation"), to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote thereon, without a separate class vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any Preferred Stock Designation.
5. The directors of the Corporation need not be elected by written ballot unless the bylaws so provide.
6. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to make, amend and repeal the bylaws.
7. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its

stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

8. The name and mailing address of the incorporator are as follows:

Ralph A. Daiuto, Jr.
29 Broadway, 30th Floor
New York, NY 10006

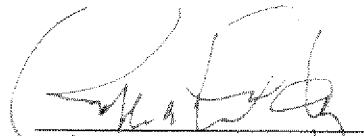
9. The names and mailing addresses of the persons who are to serve as the initial directors are:

Patrick M. Byrne
Address: 799 W. Coliseum Way
Midvale, Utah 84057

Joseph Cammarata
Address: 29 Broadway, 30th Floor
New York, NY 10006

Bruce Fenton
Address: 799 W. Coliseum Way
Midvale, Utah 84057

In witness whereof, I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, and, accordingly, have hereto set my hand this 1st day of October, 2018.


By: Ralph A. Daiuto, Jr.
Sole Incorporator