

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM833028

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	08/01/2023		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Quant Systems, Inc.		08/01/2023	Corporation: SOUTH CAROLINA
RECEIVING PARTY DATA			
Name:	Hawkes Learning, Inc.		
Street Address:	546 Long Point Road		
City:	Mt. Pleasant		
State/Country:	SOUTH CAROLINA		
Postal Code:	29464		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4242768	FLEXMASTERY	
CORRESPONDENCE DATA			
Fax Number:	3128278185		
	<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:	312-807-4350		
Email:	citrademarks@klgates.com, valerie.swanson@klgates.com, sana.hakim@klgates.com		
Correspondent Name:	Sana Hakim c/o K&L Gates LLP		
Address Line 1:	P.O. Box 1135		
Address Line 4:	Chicago, ILLINOIS 60690-1135		
ATTORNEY DOCKET NUMBER:	3724439.00013		
NAME OF SUBMITTER:	Sana Hakim		
SIGNATURE:	/sh/		
DATE SIGNED:	08/18/2023		
Total Attachments: 3			
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QUANT SYSTEMS, INC. AND HAWKES LEARNING, INC.

AGREEMENT OF MERGER

AGREEMENT OF MERGER, dated this 1ST, day of August, 2023, pursuant to Section 252 of the General Corporation Law of the State of Delaware, between Hawkes Learning, Inc., a Delaware corporation and Quant Systems, Inc., a South Carolina corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: Quant Systems, Inc. hereby merges into Hawkes Learning, Inc., and hereby Hawkes Learning, Inc., will be the surviving corporation of the merger.

SECOND: The Certificate of Incorporation of Hawkes Learning, Inc., shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number of Shares	Par value
Quant Systems, Inc.	Common	1,500,000	Without Par

FOURTH: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

(b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this Agreement, all rights in respect thereto shall forthwith be changed and converted into one (1) share of common stock of the surviving

corporation.

(c) After the effective date of this Agreement, each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of the merged corporation shall have said shares of cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

FIFTH: The terms and conditions of the merger are as follows:

(a) The by-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the Authorized Officer of each party hereto as the respective act, deed and agreement of said corporations on this 1st day of August, 2023.

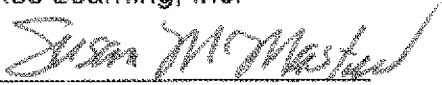
Quant Systems, Inc.

By:


James Hawkes,
Authorized Officer

Hawkes Learning, Inc.

By:


Susan McMaster,
Authorized Officer