

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Incorporation with Conversion from LLC
CONVEYING PARTY DATA	
Name	Execution Date
Animoto, LLC	05/08/2007
RECEIVING PARTY DATA	
Name:	Animoto, Inc.
Street Address:	247 Centre Street, 3rd Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10013
PROPERTY NUMBERS Total: 3	
Property Type	Number
Application Number:	60947468
Application Number:	11681679
PCT Number:	US0853825
CORRESPONDENCE DATA	
Fax Number:	(408)414-1076
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	408-414-1080x202
Email:	cpalermo@hptb-law.com, taustin@hptb-law.com
Correspondent Name:	Hickman Palermo Truong & Becker LLP
Address Line 1:	2055 Gateway Place, Suite 550
Address Line 4:	San Jose, CALIFORNIA 95110-1089
ATTORNEY DOCKET NUMBER:	60157-0011
NAME OF SUBMITTER:	Christopher J. Palermo
Total Attachments: 12	
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PATENT

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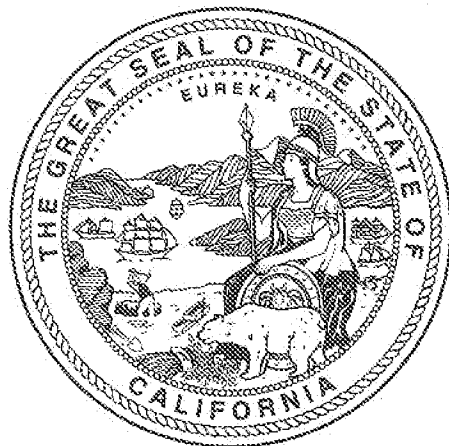
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State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 11 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 1 0 2007

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State

ARTICLES OF INCORPORATION
WITH STATEMENT OF CONVERSION

I

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

The name of this corporation is Animoto Inc.

MAY 8 2007

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Name: Bradley C. Jefferson
Address: 1738 Haight Street #410
City: San Francisco State CALIFORNIA Zip 94117

IV

4.1 This corporation is authorized to issue thirty million (30,000,000) shares of stock in two classes, consisting of twenty million (20,000,000) shares of Common Stock and ten million (10,000,000) shares of Preferred Stock.

4.2 Issuance of Preferred Stock in Series. The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law and the provisions of these Articles of Incorporation (the "Articles"), as determined from time to time by the Board of Directors (the "Board") and stated in the resolutions providing for its issuance, prior to the issuance of any shares. The Board shall fix the designation and number of shares of each such series. The Board shall have the authority to fix and determine and to amend, subject to these provisions, the designation, preferences, limitations and relative rights of the shares of any series that is wholly unissued or to be established. Unless otherwise specifically provided in the resolutions establishing any series, the Board shall further have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolutions establishing such series to decrease the number of shares of that series, but not below the number of shares of such series then outstanding.

4.3 Designation of Rights and Preferences of Series A Preferred Stock. The corporation designates one million (1,000,000) shares of its Preferred Stock to be known as Series A Preferred Stock.

4.3.1 Liquidation.

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a. In the event of any voluntary or involuntary liquidation, distribution of assets (other than the payment of dividends), dissolution or winding-up of the corporation, before any payment or distribution of the assets of the corporation (whether capital or surplus) shall be made to or set apart for the holders of shares of Common Stock, the holders of Series A Preferred Stock shall be entitled to receive payment of \$1.00 per share of Series A Preferred Stock held by them (as appropriately adjusted for any stock dividend, stock split, recapitalization or combination of shares), plus any declared but unpaid dividend per such share.

b. If upon any liquidation, distribution of assets or winding-up of the corporation (each, a "Liquidation"), the assets of the corporation, or proceeds thereof, distributable among the holders of shares of Series A Preferred Stock shall be insufficient to pay in full the preferential amounts on the shares of Series A Preferred Stock, then such assets, or the proceeds thereof, shall be distributed among such holders ratably in accordance with the respective amounts which would be payable on such shares if all amounts payable thereon were paid in full.

c. After the payment or setting apart of payment to the holders of Series A Preferred Stock of the preferential amounts so payable to them, the remaining assets shall be distributed to the holders of Common Stock and any other series or class of stock expressly entitled to further participate in such distribution pro rata based upon the number of shares of Common Stock held by each (assuming full conversion of all shares of such preferred stock, if any).

d. The merger or consolidation of the corporation into or with another corporation, the effectuation of a statutory exchange of shares, or the sale, lease or transfer of all or substantially all of the assets of the corporation (collectively, "Sale of the Company"), shall be regarded as a Liquidation with the meaning of this Section 4.3.1. Notwithstanding the foregoing, the merger or consolidation of the corporation into or with another corporation, or the effectuation of a statutory exchange of shares, in which the shareholders of the corporation immediately prior to such transaction hold, immediately after such transaction, more than 50% of the general voting power of the surviving or acquiring entity (or a parent corporation thereof) by virtue of their ownership of the corporation's equity securities, shall not be regarded as a Liquidation within the meaning of this Section 4.3.1. In addition and notwithstanding the foregoing, each holder of Series A Preferred Stock shall have the right to elect the benefits of the provisions of Section 4.3.3a below or other applicable conversion provisions in lieu of receiving payment on Liquidation of the corporation pursuant to this Section 4.3.1.

e. Whenever the distribution provided in this Section 4.3.1 shall be payable in securities or property other than cash, the value of such

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distribution shall be the fair market value of such securities or other property as determined in good faith by the Board of Directors.

4.3.2 Voting. In addition to any special voting rights provided by applicable law, the holders of shares of Series A Preferred Stock shall be entitled to vote upon all matters upon which holders of the Common Stock have the right to vote, and each share of Series A Preferred Stock shall be entitled to the number of votes equal to the largest number of full shares of Common Stock into which such shares of Series A Preferred Stock could be converted pursuant to the applicable provisions of Section 4.3.3 below, at the record date established by the Board of Directors of the corporation for the determination of the shareholders entitled to vote on such matters, or, if no such record date is so established, at the record date provided by law, such votes to be counted together with all other shares of capital stock having general voting powers and not separately as a class. In all cases where the holders of Series A Preferred Stock have the right to vote separately as a class, such holders shall be entitled to one vote for each such share held by them respectively.

4.3.3 Conversion. The Series A Preferred Stock shall be convertible into Common Stock as follows:

a. Optional Conversion. Each share of the Series A Preferred Stock shall be convertible at the option of the holder thereof, without payment of additional consideration, at any time after the date of issuance of such share, at the office of the corporation or any transfer agent for the Series A Preferred Stock, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing \$1.00 by the "Conversion Price" (as hereinafter defined) in effect at the time of conversion. The price at which shares of Common Stock shall be deliverable upon conversion of the Series A Preferred Stock (the "Conversion Price") shall initially be \$1.00 per share of Common Stock. Such initial Conversion Price shall be subject to adjustment as hereinafter provided.

b. Automatic Conversion. Each share of the Series A Preferred Stock shall be converted automatically into shares of Common Stock at the Conversion Price at the time in effect for such Series A Preferred Stock in the event of (i) the closing of the corporation's initial firm commitment underwritten public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended (the "Act"), covering the offer and sale of Common Stock of the corporation to the public by a nationally recognized underwriter, from which the proceeds to the corporation (after deduction of underwriter's commissions and expenses) equal or exceed Ten Million Dollars (\$10,000,000), or (ii) the consent of the holders of a majority of the shares of Series A Preferred Stock to such conversion. In the event of the conversion of the Series A Preferred Stock upon the corporation's initial public offering as aforesaid, the conversion of the Series A Preferred Stock shall be deemed to have occurred automatically immediately prior to the closing of such sale of securities.

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c. Mechanics of Conversion. No fractional share of Common Stock shall be issued upon conversion of the Series A Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, the corporation shall pay cash equal to the product of such fraction and the fair value of one share of Common Stock. Before any holder of the Series A Preferred Stock shall be entitled to convert the same into full shares of Common Stock, such holder shall surrender the certificate or certificates therefor, duly endorsed, at the office of the corporation or of any transfer agent for the Series A Preferred Stock and shall give written notice to the corporation at its principal corporate office that such holder elects to convert the same (except that no such written notice of election to convert shall be necessary in the event of an automatic conversion pursuant to Section 4.3.3b). The corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of the Series A Preferred Stock a certificate or certificates, registered in such names as specified by the holder, for the number of shares of Common Stock to which such holder shall be entitled as aforesaid and a check payable to such holder in the amount of any cash amount payable as the result of a conversion into fractional shares of Common Stock, and any declared and unpaid dividends on the converted Series A Preferred Stock. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of the Series A Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date (except that in the event of an automatic conversion pursuant to Section 4.3.3b, such conversion shall be deemed to have been made immediately prior to the triggering event). If the conversion is in connection with an underwritten offering of securities registered pursuant to the Act, the conversion may, at the option of any holder tendering shares of the Series A Preferred Stock for conversion, be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such sale of securities. If the conversion is in connection with a Sale of the Company, the conversion may, at the option of any holder tendering shares of the Series A Preferred Stock for conversion, be conditioned upon the closing of such Sale of the Company, in which event the person(s) entitled to receive the Common Stock issuable upon such conversion of the Series A Preferred Stock shall not be deemed to have converted such Series A Preferred Stock until immediately prior to the closing of such Sale of the Company.

d. Adjustments for Combinations, Consolidations, Dividends or Subdivisions of Common Stock.

(i) Combinations or Consolidations. In the event the outstanding shares of Common Stock shall be combined or consolidated, by

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reclassification or otherwise, into a lesser number of shares of Common Stock, the Conversion Price in effect immediately prior to such combination or consolidation shall, concurrently with the effectiveness of such combination or consolidation, be proportionately increased.

(ii) Dividends or Subdivisions. In the event the corporation shall declare or pay any dividend on the Common Stock payable in Common Stock or in the event the outstanding shares of Common Stock shall be subdivided, by reclassification or otherwise than by payment of a dividend in Common Stock, into a greater number of shares of Common Stock, the Conversion Price in effect immediately prior to such dividend or subdivision shall be proportionately decreased so that the holders of Series A Preferred Stock converted after such dividend or subdivision shall be entitled to receive the number of shares of Common Stock which such holder would have owned immediately following such action had such Series A Preferred Stock shares been converted immediately prior to such action, provided, however, this subsection 4.3.3.d(ii) shall not apply to the subdivision of Common Stock pursuant to a declaration of stock split occurring concurrently with the designation of the Series A Preferred Stock. If a record date shall have been fixed for such a dividend but the dividend shall not have been fully paid on the date fixed, the adjustment previously made to the applicable Conversion Price that became effective on such record date shall be canceled as of the close of business on such record date, and thereafter the applicable Conversion Price shall be adjusted as of the time of actual payment of such dividend.

e. Adjustment for Other Distributions. In the event the corporation at any time or from time to time makes or fixes a record date for the determination of holders of Common Stock entitled to receive any distribution payable in securities of the corporation other than shares of Common Stock and other than as otherwise adjusted in this Section 4.3.3, then and in each such event, provision shall be made so that the holders of the Series A Preferred Stock shall receive upon conversion thereof, in addition to the number of shares of Common Stock receivable thereupon, the amount of securities of the corporation that they would have received had their shares of the Series A Preferred Stock been converted into Common Stock immediately prior to the date of such event and had they thereafter, during the period from the date of such event to and including the date of conversion, retained such securities receivable by them as aforesaid during such period, subject to all other adjustments called for during such period under this Section 4.3.3 with respect to the rights of the holders of the Series A Preferred Stock.

f. Adjustment for Reclassification, Exchange and Substitution. If the Common Stock issuable upon conversion of the Series A Preferred Stock shall be changed into the same or a different number of shares of any other class or classes of stock or other securities or property, whether by capital reorganization, reclassification or otherwise (other than a subdivision or

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combination of shares provided for above), the Conversion Price then in effect shall, concurrently with the effectiveness of such reorganization or reclassification, be proportionately adjusted such that the Series A Preferred Stock shall be convertible into, in lieu of the number of shares of Common Stock that the holders would otherwise have been entitled to receive, a number of shares of such other class or classes of stock or other securities or property equivalent to the number of shares of Common Stock that would have been subject to receipt by the holders upon conversion of the Series A Preferred Stock immediately before that change and, in any such case, appropriate adjustment (as determined by the Board of Directors) shall be made in the application of the provisions herein set forth with respect to the rights and interest thereafter of the holders of the Series A Preferred Stock to the end that the provisions set forth herein (including provisions with respect to change in and other adjustments of the Conversion Price) shall thereafter be applicable, as nearly as reasonably may be, in relation to any shares of stock or other property thereafter deliverable upon conversion of the Series A Preferred Stock.

g. Stock Issued at a Price Less than the Series A Conversion Price. If the corporation shall issue, after the date of original issuance of the Series A Preferred Stock, Common Stock or any security convertible or exchangeable into Common Stock (collectively, "Equity Securities"), other than Excluded Stock (defined below in subsection 4.3.3g(iv)) for a consideration per share less than the Conversion Price in effect immediately prior to such issuance for the Series A Preferred Stock (as anytime subsequently adjusted pursuant to this Section 4.3.3.g), then the Conversion Price in effect immediately prior to each such issuance shall immediately be reduced to the price determined by dividing (1) an amount equal to the sum of (x) the number of shares of Common Stock deemed outstanding immediately prior to such issuance (which includes the number of shares of Common Stock then issuable upon conversion of shares of such Series A Preferred Stock) multiplied by the Conversion Price in effect immediately prior to such issuance and (y) the consideration, if any, received by the corporation upon such issuance, by (2) the total number of shares of Common Stock deemed outstanding immediately after such issuance (which includes the number of shares of Common Stock issuable upon conversion of the shares of Series A Preferred Stock and the shares in the new issuance).

For the purposes of any such adjustment of the Conversion Price, the following provisions shall be applicable:

(i) Cash. In the case of the issuance of Equity Securities for cash, the amount of the consideration received by the corporation shall be deemed to be the amount of the cash proceeds received by the corporation for such Equity Securities before deducting therefrom any reasonable discounts, commissions, taxes or other expenses allowed, paid or incurred by the corporation for any underwriting or otherwise in connection with the issuance and sale thereof.

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(ii) Consideration Other Than Cash. In the case of the issuance of Equity Securities for a consideration in whole or in part other than cash, including securities acquired in exchange therefor, the consideration other than cash shall be deemed to be the fair value thereof as determined by the Board of Directors.

(iii) Options and Convertible Securities. In the case of the issuance of (1) options, warrants or other rights to purchase or acquire Common Stock (whether or not at the time exercisable), (2) securities by their terms convertible into or exchangeable for Common Stock (whether or not at the time so convertible or exercisable) or (3) options, warrants or rights to purchase such convertible or exchangeable securities (whether or not at the time exercisable), other than options, warrants, rights or convertible or exchangeable securities which are, or when exercised or converted, would constitute Excluded Stock, the following provisions shall apply:

(A) the aggregate maximum number of shares of Common Stock deliverable upon exercise of such options, warrants or other rights to purchase or acquire Common Stock shall be deemed to have been issued at the time such options, warrants or rights were issued and for a consideration equal to the consideration (determined in the manner provided in Sections 4.3.3.g(i) and (ii) above), if any, received by the corporation upon the issuance of such options, warrants or rights plus the minimum purchase price provided in such options, warrants or rights for the Common Stock covered thereby;

(B) the aggregate maximum number of shares of Common Stock deliverable upon conversion of or in exchange for any such convertible or exchangeable securities, or upon the exercise of options, warrants or other rights to purchase or acquire such convertible or exchangeable securities and the subsequent conversion or exchange thereof, shall be deemed to have been issued at the time such securities were issued or such options, warrants or rights were issued and for a consideration equal to the consideration, if any, received by the corporation for any such securities and related options, warrants or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the minimum additional consideration, if any, to be received by the corporation upon the conversion or exchange of such securities and the exercise of any related options, warrants or rights (the consideration in each case to be determined in the manner provided in Sections 4.3.3.g(i) and (ii) above);

(C) on any change in the number of shares of Common Stock deliverable upon exercise of any such options, warrants or rights or conversion of or exchange for such convertible or exchangeable securities or any change in the consideration to be received by the corporation upon such exercise, conversion or exchange, including, but not limited to, a change resulting from the antidilution provisions thereof, the Conversion Price then in effect shall

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forthwith be readjusted to such Conversion Price as would have been obtained had an adjustment been made upon the issuance of such options, warrants or rights not exercised prior to such change, or securities not converted or exchanged prior to such change, upon the basis of such change;

(D) on the expiration or cancellation of any such options, warrants or rights, or the termination of the right to convert or exchange such convertible or exchangeable securities, if the Conversion Price shall have been adjusted upon the issuance thereof, such Conversion Price shall forthwith be readjusted to such Conversion Price as would have been obtained had an adjustment been made upon the issuance of such options, warrants, rights or securities on the basis of the issuance of only the number of shares of Common Stock actually issued upon the exercise of such options, warrants or rights, or upon the conversion or exchange of such securities; and

(E) if the Conversion Price shall have been adjusted upon the issuance of any such options, warrants, rights or convertible or exchangeable securities, no further adjustment of such Conversion Price shall be made for the actual issuance of Common Stock upon the exercise thereof;

provided, however, that no increase in the Conversion Price shall be made except pursuant to subclauses (C) or (D) of this Section 4.3.3.g(iii).

(iv) Excluded Stock. "Excluded Stock" shall mean shares of Common Stock or other equity securities issued or reserved for issuance by the corporation (1) pursuant to or in connection with an event specified in Sections 4.3.3.d, 4.3.3.e. or 4.3.3.f, including any stock dividend, or any subdivision or split-up of the outstanding shares of Common Stock or Series A Preferred Stock, (2) upon conversion of shares of Series A Preferred Stock, (3) pursuant to stock options or restricted stock granted to corporation officers, directors, employees and consultants pursuant to any plan or arrangement approved by the Board of Directors of the corporation, (4) pursuant to any warrant or other options outstanding as of the date of original issuance of Series A Preferred Stock, (5) upon conversion, exercise or exchange of convertible securities issued to lenders, lessors, licensees or other persons pursuant to any arrangement approved by the Board of Directors, and (6) as of the date of original issuance of the Series A Preferred Stock.

h. No Impairment.

(i) The corporation will not, by amendment to its Articles of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the corporation but will at all times in good faith assist in the carrying out of all the provisions of this

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Section 4.3.3 and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of the Series A Preferred Stock against impairment.

(ii) The corporation shall from time to time in accordance with the laws of the State of California increase the authorized number of shares of Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit full conversion of all of the outstanding shares of Series A Preferred Stock.

i. Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of a Conversion Price pursuant to this Section 4.3.3, the corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and furnish to each holder of the Series A Preferred Stock a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The corporation shall, upon the written request at any time of any holder of the Series A Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, (ii) the Conversion Price at the time in effect, and (iii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of Series A Preferred Stock.

j. Notices of Record Date. In the event of any taking by the corporation of a record of the holders of any class of securities for the purpose of determining the holders of such securities who are entitled to receive any dividend (other than a cash dividend) or other distribution, or any right to subscribe for, purchase, or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, the corporation shall mail to each holder of the Series A Preferred Stock at least ten (10) days prior to the record date specified in such notice, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or rights, and the amount and character of such dividend, distribution or rights. In the case of holders residing outside the United States, such notices shall be sent by air express courier with regular service to the addressee.

4.3.4 Redemption. Except as the holders of Series A Preferred Stock are entitled to have their shares redeemed pursuant to Section 4.3.1 above, the corporation shall not redeem any shares of Series A Preferred Stock.

4.3.5 Dividends. Dividends shall be declared and set aside for any shares of the Series A Preferred Stock only upon resolution of the Board of Directors of the corporation; provided, however, that if the Board of Directors declares a dividend payable on the Common Stock, the holders of Series A Preferred Stock shall be entitled to a dividend per share of Series A Preferred Stock equal to (i) in the case of a dividend

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declared payable on the Common Stock, the amount that would be declared payable on the largest number of whole shares of Common Stock into which each share of Series A Preferred Stock held by each holder thereof would be converted (as of the record date for the determination of the holders of Common Stock entitled to receive such dividend) pursuant to Section 4.3.3 above, and (ii) in the case of a dividend declared payable on the Series A Preferred Stock, the amount declared payable on each share of Series A Preferred Stock.

4.3.6 Retirement of Shares. Shares of Series A Preferred Stock which have been redeemed, repurchased or reacquired in any manner by the corporation shall be retired and shall not be reissued.

4.3.7 General Terms.

a. The term "person" as used herein means any corporation, partnership, trust, organization, association, other entity or individual.

b. The term "outstanding," when used with reference to shares of stock, shall mean issued shares, excluding shares held by the corporation or a subsidiary.

c. All accounting terms used herein and not expressly defined herein shall have the meanings given to them in accordance with generally accepted accounting principles.

d. The headings of the sections, subsections, clauses and subclauses herein are for convenience of reference only and shall not define, limit or affect any of the provisions hereof.

V

The liability of the directors of the corporation for money damages shall be eliminated to the fullest extent permissible under California law.

VI

The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.


VII

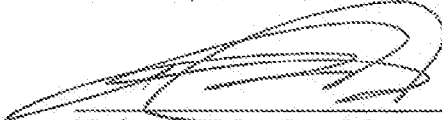
The name of the converting California limited liability company is Animoto, LLC. The limited liability company California Secretary of State file number is 200629410362. The principal terms of the plan of conversion were approved by a vote of the members, which equaled or exceeded the vote required under Section 17540.3. There is one class of


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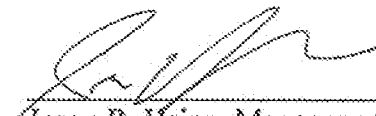
members entitled to vote and the percentage vote required is a majority in interest of the members. The limited liability company is converting into a California stock corporation.


It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.


Bradley C. Jefferson, Manager of
Animoto, LLC and Incorporator


Nathan A. Meagher, Manager of
Animoto, LLC and Incorporator


Stephen J. Clifton, Manager of
Animoto, LLC and Incorporator


Jason R. Hsiao, Manager of
Animoto, LLC and Incorporator

✓ 
Thomas M. Clifton, Manager of
Animoto, LLC and Incorporator

