

## PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Xterprise Technology Incorporated	01/24/2011
RECEIVING PARTY DATA	
Name:	Xterprise Incorporated
Street Address:	2304 Tarpley Road, Suite 114
City:	Carrollton
State/Country:	TEXAS
Postal Code:	75006
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	12606820
CORRESPONDENCE DATA	
Fax Number:	8554752987
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	972-385-9755
Email:	eschumacher@bh-ip.com
Correspondent Name:	Boisbrun Hofman, PLLC
Address Line 1:	12900 Preston Road, Suite 204
Address Line 4:	Dallas, TEXAS 75230
ATTORNEY DOCKET NUMBER:	XTP-007
NAME OF SUBMITTER:	Glenn W. Boisbrun
Signature:	/Glenn W. Boisbrun/
Date:	05/20/2013
Total Attachments: 6 source=XTP007_XterpriseIncNameChange#page1.tif	

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# Delaware

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*The First State*

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 RESTATED CERTIFICATE OF "XTERPRISE TECHNOLOGY INCORPORATED", CHANGING ITS NAME FROM "XTERPRISE TECHNOLOGY INCORPORATED" TO "XTERPRISE INCORPORATED", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2011, AT 6:14 O'CLOCK P.M.

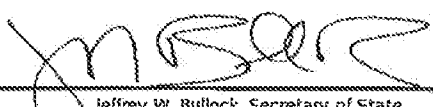
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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110074186

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8517283

DATE: 01-25-11

PATENT  
REEL: 030446 FRAME: 0097

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION

OF

XTERPRISE TECHNOLOGY INCORPORATED

(Pursuant to Sections 228, 242 and 245 of the  
General Corporation Law of the State of Delaware)

XTERPRISE TECHNOLOGY INCORPORATED (the "*Corporation*"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

**FIRST:** That the Corporation was incorporated pursuant to the General Corporation Law of the State of Delaware on October 25, 2010 under the XTERPRISE TECHNOLOGY INCORPORATED.

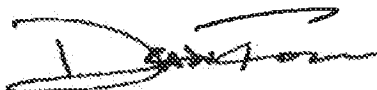
**SECOND:** The Amended and Restated Certificate of Incorporation of the Corporation in the form attached hereto as Exhibit A has been duly adopted in accordance with the provisions of Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware by the directors and stockholders of the Corporation.

**THIRD:** Each of the 70,000 shares of common stock of the Corporation outstanding immediately prior to the date of filing this Amended and Restated Certificate of Incorporation is hereby reclassified into one share of voting common stock, par value \$.0001 per share.

**FOURTH:** The Amended and Restated Certificate of Incorporation so adopted reads in full as set forth in Exhibit A attached hereto and is incorporated herein by this reference.

IN WITNESS WHEREOF, XTERPRISE TECHNOLOGY INCORPORATED has caused this Amended and Restated Certificate of Incorporation to be signed by its President this 21st day of January, 2011.

XTERPRISE TECHNOLOGY INCORPORATED



By: \_\_\_\_\_  
Name: Dean L. Frew  
Title: President

**EXHIBIT A**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
XTERPRISE INCORPORATED**

Xterprise Technology Incorporated, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

**FIRST:** The name of the Corporation is Xterprise Incorporated.

**SECOND:** The registered office of the Corporation is located at 108 West 13<sup>th</sup> Street, Wilmington, Delaware, 19801, in the County of New Castle. The name of the registered agent of the Corporation at such address is Business Filings Incorporated.

**THIRD:** The purpose for which the Corporation is organized is to engage in any and all lawful acts and activity for which corporations may be organized under the General Corporation Law of the State of Delaware ("DGCL"). The Corporation will have perpetual existence.

**FOURTH:** The total number of shares of stock which the Corporation shall have authority to issue is 12,300,000 shares of common stock, par value \$.0001 per share (collectively, the "Common Stock"), with 10,000,000 classified as voting Common Stock and 2,300,000 classified as nonvoting Common Stock.

Each share of Common Stock of the Corporation shall have identical rights and privileges in every respect; provided that, only the holders of shares of voting Common Stock shall be entitled to vote upon or consent to all matters submitted to a vote or consent of the stockholders of the Corporation and shall be entitled to one vote for each share of voting Common Stock held. Accordingly, except as otherwise specifically required by the DGCL, the shares of nonvoting Common Stock of the Corporation shall not have any voting powers (or rights) whatsoever.

Each share of outstanding nonvoting Common Stock shall automatically be converted into one share of voting Common Stock (as adjusted to reflect stock dividends, stock splits, combinations, recapitalizations and the like with respect to such shares) immediately prior to either (a) a Change In Control (as defined below), or (b) the Corporation's sale of its Common Stock in a firm commitment underwritten public offering pursuant to a registration statement under the Securities Act of 1933, as amended. A "Change In Control" shall mean either (a) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) unless the Corporation's holders of record of its voting Common Stock immediately prior to such

acquisition will, immediately after such acquisition (by virtue of securities issued as consideration for the Corporation's acquisition or otherwise) hold more than fifty percent (50%) of the voting power of the surviving or acquiring entity (except that the sale by the Corporation of shares of its common stock to investors in bona fide equity financing transactions shall not be deemed an acquisition for this purpose); or (b) the sale, lease, exclusive license or other disposition of all or substantially all of the assets of the Corporation .

Before any certificate evidencing shares of voting Common Stock may be issued to any holder of nonvoting Common Stock upon the conversion of nonvoting Common Stock into shares of voting Common Stock, he or she shall surrender the certificate or certificates evidencing such shares of nonvoting Common Stock (or, if any such certificate has been lost, stolen or destroyed, a lost certificate affidavit with respect thereto in form and substance satisfactory to the Corporation), duly endorsed, at the office of the Corporation. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of nonvoting Common Stock, or to the nominee or nominees of such holder, a certificate or certificates for the number of shares of voting Common Stock to which such holder shall be entitled as aforesaid. Until such certificate or certificates of nonvoting Common Stock have been returned to the Corporation, such certificate or certificates shall represent the shares into which they have been converted. Any shares of nonvoting Common Stock so converted shall be retired and cancelled and may not be reissued, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of nonvoting Common Stock accordingly.

**FIFTH:** Directors of the Corporation need not be elected by written ballot unless the by-laws of the Corporation otherwise provide.

**SIXTH:** The directors of the Corporation shall have the power to adopt, amend, and repeal the by-laws of the Corporation.

**SEVENTH:** The Corporation shall indemnify any person who was, is, or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (a) is or was a director or officer of the Corporation or (b) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent permitted under the DGCL, as the same exists or may hereafter be amended. Such right shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Corporation or elects to continue to serve as a director or officer of the Corporation while this Article is in effect. Any repeal or amendment of this Article shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Corporation with

respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment of this Article. Such right shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the DGCL, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the DGCL, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its board of directors or any committee thereof, independent legal counsel, or stockholders) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, by-law, resolution of stockholders or directors, agreement, or otherwise.

The Corporation may additionally indemnify any employee or agent of the Corporation to the fullest extent permitted by law.

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

**EIGHTH:** 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 (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law, (c) under Section 174 of the DGCL, or (d) for any transaction from which the director derived an improper personal benefit. Any repeal or amendment of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation arising from an act or omission occurring prior to the time of such

repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, a director shall not be liable to the Corporation or its stockholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the DGCL.

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