

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT3190450

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2013
CONVEYING PARTY DATA	
Name	Execution Date
ESCALATE, INC.	12/31/2012
RECEIVING PARTY DATA	
Name:	MULTI-CHANNEL INTERMEDIATE HOLDINGS, INC.
Street Address:	9890 TOWN CENTRE DR. SUITE 100
City:	SAN DIEGO
State/Country:	CALIFORNIA
Postal Code:	92121
PROPERTY NUMBERS Total: 1	
Property Type	Number
Patent Number:	6404445
CORRESPONDENCE DATA	
Fax Number:	(480)464-5692
<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:	480-464-1111
Email:	slaureanti@jacksonwhitelaw.com
Correspondent Name:	STEVEN J. LAUREANTI
Address Line 1:	40 NORTH CENTER STREET, SUITE 200
Address Line 4:	MESA, ARIZONA 85201
ATTORNEY DOCKET NUMBER:	1180.5079
NAME OF SUBMITTER:	STEVEN J. LAUREANTI
SIGNATURE:	/Steven J. Laureanti/
DATE SIGNED:	01/21/2015
Total Attachments: 4	
source=2013 01 01 Certificate of Ownership and Merger (w-MCIHI)#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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ESCALATE, INC.", A DELAWARE CORPORATION,

WITH AND INTO "MULTI-CHANNEL INTERMEDIATE HOLDINGS, INC."

UNDER THE NAME OF "MULTI-CHANNEL INTERMEDIATE HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2012, AT 10:53 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIRST DAY OF JANUARY, A.D. 2013, AT 12:01 O'CLOCK A.M.

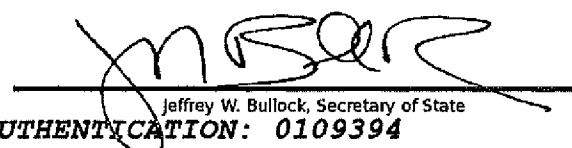
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4202491 8100M

121406952

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0109394

DATE: 01-02-13

PATENT
REEL: 034768 FRAME: 0542

CERTIFICATE OF OWNERSHIP AND MERGER

OF

ESCALATE, INC.

WITH AND INTO

MULTI-CHANNEL INTERMEDIATE HOLDINGS, INC.

Pursuant to Section 253 of the General
Corporation Law of the State of Delaware

Multi-Channel Intermediate Holdings, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. The Corporation owns all of the outstanding shares of stock of Escalate, Inc., a Delaware corporation ("Escalate").
2. On December 1, 2012, the Board of Directors of the Corporation adopted resolutions authorizing the merger of Escalate with and into the Corporation, with the Corporation surviving such merger (such transaction, the "Merger"), a copy of which is attached hereto as Exhibit A.
3. The name of the surviving corporation shall be Multi-Channel Intermediate Holdings, Inc.
4. The effective date of the Merger shall be January 1, 2013 at 12:01am.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 31st day of December, 2012.

**MULTI-CHANNEL INTERMEDIATE HOLDINGS,
INC.**

By 
Name: Laura L. Fese

Title: Vice President and Corporate Secretary

EXHIBIT A

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
MULTI-CHANNEL INTERMEDIATE HOLDINGS, INC.**

WHEREAS, Escalate, Inc., a Delaware corporation ("Escalate") is a wholly owned subsidiary of the Corporation; and

WHEREAS, the Board determines that it is advisable, fair to and in the best interest of the Corporation and its sole shareholder for the Corporation to enter into an Agreement and Plan of Merger with Escalate, substantially in the form presented to the Board (the "Merger Agreement"), pursuant to which Escalate would be merged with and into the Corporation with the Corporation being the surviving corporation in the merger (the "Merger").

NOW THEREFORE, BE IT RESOLVED, that the Merger hereby is approved and that Escalate shall be merged with and into the Corporation, with the Corporation being the surviving corporation, effective as of January 1, 2013; and be it further

RESOLVED, that the Merger shall be completed on the terms and subject to the provisions set forth in the Merger Agreement; and be it further

RESOLVED, that the Merger Agreement be, and hereby is, approved and authorized in all respects, with such changes, additions, deletions, supplements and amendments thereto as the Corporation's President, Vice President, Treasurer and Corporate Secretary (collectively, the "Authorized Officers") may deem necessary or advisable, each such determination to be conclusively evidenced by such Authorized Officers' execution and delivery thereof; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to execute and deliver, for and on behalf of the Corporation and in its name, the Merger Agreement, with such changes, additions, deletions, supplements and amendments thereto as such Authorized Officers may deem necessary or advisable, each such determination to be conclusively evidenced by such officers' execution and delivery thereof; and be it further

RESOLVED, that, in connection with the execution and delivery of the Merger Agreement and the consummation of the Merger, the Authorized Officers be, and hereby are, authorized to prepare a certificate of ownership and merger (including any related certificates required under applicable law, collectively, the "Merger Certificate") in accordance with the DGCL, to file the Merger Certificate with the Secretary of State of the State of Delaware in accordance with the DGCL, and to take such further action as may be necessary or advisable in order to effect the Merger pursuant to the Merger Agreement; and be it further

RESOLVED, that the Authorized Officers, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to execute and file with the appropriate governmental bodies and regulatory agencies (domestic and foreign, federal, state and local) all such documents and instruments as are required by applicable law in connection with the Merger Agreement and the transactions contemplated thereby, including the

Merger, in all cases in such form as is approved by or under authority of the Authorized Officers; and be it further

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized to execute, file and deliver, in the name of and on behalf of the Corporation and under its corporate seal or otherwise, such further agreements, amendments, documents and other instruments as any such Authorized Officer may deem necessary or appropriate to effectuate the intent of the foregoing resolutions; and that the taking of any action or the execution of any instrument by an Authorized Officer of the Corporation in connection with the foregoing resolutions shall be conclusive of his or her determination that the same was necessary to serve the best interests of the Corporation; and be it further

RESOLVED, that all actions previously taken by an Authorized Officer in connection with or related to the matters set forth herein or reasonably contemplated or implied by the foregoing resolutions be, and each of them hereby is, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation; and be it further

RESOLVED, that this unanimous written consent may be executed and delivered in any number of counterparts and by facsimile, each of which shall be deemed to be an original, but all such counterparts together shall constitute one and the same instrument.