

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3300827

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
PROFILE TECHNOLOGIES, INC.	05/21/2013
RECEIVING PARTY DATA	
Name:	WAVETRUE, INC.
Street Address:	174 HUDSON STREET
Internal Address:	4TH FLOOR
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10013
PROPERTY NUMBERS Total: 4	
Property Type	Number
Patent Number:	5719503
Patent Number:	6072316
Patent Number:	6194902
Patent Number:	6472883
CORRESPONDENCE DATA	
Fax Number:	(360)647-0412
<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:	360-647-0400
Email:	sh@schachtlaw.com
Correspondent Name:	MICHAEL R. SCHACHT
Address Line 1:	2801 MERIDIAN STREET
Address Line 2:	SUITE 202
Address Line 4:	BELLINGHAM, WASHINGTON 98225
ATTORNEY DOCKET NUMBER:	M214038
NAME OF SUBMITTER:	MICHAEL R. SCHACHT
SIGNATURE:	/michael r schacht/
DATE SIGNED:	04/07/2015
Total Attachments: 11	

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Delaware

PAGE 1

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 "PROFILE TECHNOLOGIES, INC.", CHANGING ITS NAME FROM "PROFILE TECHNOLOGIES, INC." TO "WAVETRUE, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF MAY, A.D. 2013, AT 5:03 O'CLOCK P.M.

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

2480763 8100

130628286



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0452054

DATE: 05-22-13

PATENT
REEL: 035386 FRAME: 0445

AMENDED and RESTATED CERTIFICATE of INCORPORATION

of

PROFILE TECHNOLOGIES, INC.

Profile Technologies, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law ("GCL"), hereby certifies as follows:

The name of this corporation is Profile Technologies, Inc.

The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on February 14, 1995 (the "Certificate of Incorporation").

The Amended and Restated Certificate of Incorporation in the form of Exhibit A attached hereto has been duly adopted in accordance with the provisions of Sections 242, 245 and 303 of the GCL. The Amended and Restated Certificate of Incorporation restates, integrates, and further amends the provisions of the Certificate of Incorporation (as same shall have been amended to the date hereof).

Provision for the making of the Amended and Restated Certificate of Incorporation is contained in the order of the United States Bankruptcy Court for the Eastern District of New York dated March 22, 2013 confirming the Second Amended Joint Plan of Reorganization (the "Plan of Reorganization") of the Corporation filed pursuant to Section 1121(a) of Chapter 11 of title 11 of the United States Code.

The Amended and Restated Certificate of Incorporation has been duly made, executed and acknowledged by an officer of the Corporation designated in accordance with the provisions of Sections 242, 245 and 303 of the GCL.

The text of the Certificate of Incorporation is hereby amended and restated to read in its entirety as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed this 21st day of May, 2013.

/s/ Ronald Floit
Ronald Floit, Chief Executive Officer

/s/ John Dewees
John DeWees, President

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:03 PM 05/21/2013
FILED 05:03 PM 05/21/2013
SRV 130628286 - 2480763 FILE

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PATENT
REEL: 035386 FRAME: 0446

EXHIBIT A
AMENDED and RESTATED
CERTIFICATE of INCORPORATION

of
WAVETRUE, INC.

Pursuant to Sections 242, 245 and 303 of the General Corporation Law of the State of Delaware

The undersigned, being of legal age, do hereby certify pursuant to the provisions of the General Corporation Law of the State of Delaware ("GCL"), as follows:

FIRST: Name: The present name of this corporation is WaveTrue, Inc. ("Corporation"). The Corporation was originally incorporated under the name "Profile Technologies, Inc." The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on February 14, 1995.

SECOND: Registered and Principal Office: The address of the Corporation's registered office in the State of Delaware is c/o National Registered Agents, Inc., 160 Greentree Drive, Suite 101, in the city of Dover, County of Kent, Delaware 19904. The Registered Agent in charge thereof is National Registered Agents, Inc.

THIRD: Purpose: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the GCL.

FOURTH: Capital Stock:

(a) The total number of shares of stock which the Corporation is authorized to issue is One Hundred Million (100,000,000) common shares, par value \$0.001 per share and Five Million (5,000,000) preferred shares, par value \$0.01 per share.

(b) Except as otherwise provided by the GCL or this Amended and Restated Certificate of Incorporation and subject to the rights of holders of any series of preferred stock, the holders of common stock, shall share ratably in all dividends, as may from time to time be declared by the Board of Directors of the Corporation (the "Board") in respect of the common stock out of funds legally available for the payment thereof and payable in cash, stock or otherwise, and in all other distributions (including, without limitation, the dissolution, liquidation and winding up of the Corporation), whether in respect of liquidation or dissolution (voluntary or involuntary) or otherwise, after payment of all liabilities and liquidation preference on any outstanding preferred stock.

(c) Except as otherwise provided by the GCL or this Amended and Restated Certificate of Incorporation and subject to the rights of holders of any series of preferred stock, all of the voting power of the stockholders of the Corporation shall be vested in the holders of the common stock, and each holder of common stock shall have one vote for each share held by such holder on all matters voted upon by the stockholders of the Corporation.

(d) The preferred stock may be issued in one or more series, and the Board is expressly authorized (i) to fix the descriptions, powers (including voting powers), preferences, rights, qualifications, limitations, and restrictions with respect to any series of preferred stock and (ii) to specify the number of shares of any series of preferred stock.

(e) No Preemptive Rights. No holder of any class or series of stock of the Corporation shall have any preemptive rights with respect to any class or series of stock or any other capital stock of the Corporation, or to any obligations convertible (directly or indirectly) into capital stock of the Corporation, whether now or hereafter authorized.

FIFTH: Board of Directors:

(1) The business and affairs of the Corporation shall be managed by, or under the direction of, the Board. In addition to the powers and authority that are expressly conferred upon the Board by statute, by this Amended and Restated Certificate of Incorporation, and by the bylaws of the Corporation (the "Bylaws"), the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Amended and Restated Certificate of Incorporation, and the Bylaws; provided, however, that no provision of any Bylaws that may be adopted in the future by the stockholders shall invalidate any prior act of the Board that was otherwise valid at the time such act was taken.

(2) Upon this Amended and Restated Certificate of Incorporation becoming effective pursuant to the GCL, the Board shall consist of the persons named as directors in the Plan of Reorganization. Each director shall hold office until the first annual meeting of stockholders following the Effective Date (as defined in the Plan of Reorganization), or until his successor is duly elected and qualified, subject to such director's earlier death, resignation, disqualification, or removal. At the first annual meeting of stockholders following the Effective Date, and at each annual meeting thereafter, the stockholders shall elect directors, each of whom shall hold office for a term of one year or until his successor is duly elected and qualified, subject to such director's earlier death, resignation, disqualification, or removal.

(3) There shall be no cumulative voting of directors.

(4) The Board of Directors shall have the following powers to take actions without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to, or repeal the Bylaws;

(b) to fix and vary the amount of money or property to be reserved for any proper purpose;

(c) to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation;

(d) to determine the uses and dispositions of any surplus or net profits;

(e) to fix the times for the declaration and payment of dividends and the amounts thereof;

(f) to determine from time to time whether, and to what times and places, and under what conditions the accounts and books of the Corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders;

(g) to issue shares of one or more classes of stock, or one or more series of stock within any class thereof, any or all of which classes may be of stock with par value or stock without par value and which classes or series may have such voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof;

(h) to fix the designations and any of the preferences or rights of such shares relating to dividends, redemption, dissolution, any distribution of assets of the corporation or the conversion into, or the exchange of such shares for, shares of any other class or classes or any other series of the same or any other class or classes of stock of the corporation;

(i) to fix the number of shares of any series of stock;

(j) to recommend to the stockholders the sale, lease or exchange of all or substantially all of the Corporation's property and assets; and

(k) to recommend to the stockholders a dissolution of the Corporation or a revocation of a dissolution.

(5) The directors in their sole discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract. Any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the outstanding shares of stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote (provided that a lawful quorum of stockholders is represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by all of the stockholders of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interests or for any other reason.

(6) Newly created directorships resulting from an increase in the number of directors and any vacancies on the Board resulting from death, resignation, retirement, disqualification, removal or other cause shall be filled exclusively by a majority vote of the directors then in office, even if less than a quorum, or by a sole remaining director, and not by stockholders. Any director so chosen shall hold office for the remainder of the full term of the other directors and until his successor has been duly elected and qualified, subject, however, to such director's earlier death, resignation, retirement, disqualification or removal.

(7) Any or all of the directors may be removed from office at any time, but only for cause and only by the affirmative vote of holders of not less than eighty percent of the voting shares of capital stock of the Corporation that are outstanding at the time, voting together as a single class. For purposes of this subsection, "cause" shall mean (i) a director's theft or embezzlement, or attempted theft or embezzlement, of the Corporation's money or tangible or intangible assets or property; (ii) a director's conviction of a felony, or a director's plea of guilty or nolo contendere to a felony; or (iii) a director's commission of any act of willful misconduct, dishonesty, or breach of trust which directly or indirectly causes the Corporation to suffer any loss, fine, civil penalty, judgment, claim, damage, or expense.

SIXTH: Elimination of Liabilities of Directors:

(1) No director shall be liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except with respect to (a) breach of the director's duty of loyalty to the Corporation or its stockholders, (b) acts or omissions not made in good faith or which involve intentional misconduct or a knowing violation of law, (c) liability under Section 174 of the GCL, or (d) a transaction from which the director derived an improper personal benefit.

(2) It is the intention of section (1) of this Article to eliminate the liability of the Corporation's directors to the Corporation and its stockholders to the fullest extent permitted by Section 102(b)(7) of the GCL, as amended from time to time.

SEVENTH: Compromises and Arrangements:

(1) Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them, and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any stockholder or creditor thereof, or on the application of any receiver or receivers appointed for this Corporation under Section 291 of the GCL, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under Section 279 of the GCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs.

(2) If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors and/or on all the stockholders or class of stockholders of this Corporation as the case may be and also on this Corporation.

EIGHTH: Indemnification:

(1) (a) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful.

(b) The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(2) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation; unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the Court of Chancery or such other court shall deem proper.

(3) To the extent that a present or former director or officer of a Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sections (1) and (2) of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(4) Any indemnification under sections (1) or (2) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination by the Corporation that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections (1) or (2) of this Article. Such determination shall be made, with respect to such person, as follows:

(a) By a majority vote of the directors (the "Disinterested Directors") who are not parties to such action, suit or proceeding, even though less than a quorum; or

(b) By a committee of the Board composed exclusively of Disinterested Directors, if such committee has been designated by majority vote of the Disinterested Directors, even though less than a quorum; or

(c) If there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion.

(5) The Corporation shall pay, advance, or reimburse the expenses (including attorneys' fees) incurred by or in behalf of any present or former director, officer, employee, or agents of the Corporation and persons serving at the

request of the Corporation as directors, officers, employees or agents of another Corporation, partnership, joint venture, trust or other enterprise, to defend any civil, criminal, administrative or investigative action, suit or proceeding that is specified in sections (a) or (b) of this Article in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined by a court having competent jurisdiction of the matter that such person is not entitled to be indemnified by the Corporation as authorized in this section.

(6) (a) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders, vote of Disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

(b) A right to indemnification or to advancement of expenses arising under a provision of this Amended and Restated Certificate of Incorporation or the Bylaws shall not be eliminated or impaired by an amendment (an "Impairment Amendment") to this Amended and Restated Certificate of Incorporation or the Bylaws after the occurrence of the act or omission that is the subject of the civil, criminal, administrative or investigative action, suit or proceeding for which indemnification or advancement of expenses is sought; unless (i) the provision in effect at the time of such act or omission explicitly authorizes such elimination or impairment after such action or omission has occurred and (ii) the Impairment Amendment has been approved by majority vote of a quorum of the Disinterested Directors.

(7) The Corporation shall have the power to purchase and maintain insurance at its expense on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this Article, the GCL, or otherwise.

(8) For purposes of this Article, references to "the Corporation" shall include, in addition to the Corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article with respect to the resulting or surviving corporation as such

person would have had with respect to such constituent corporation if its separate existence had continued.

(9) For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article.

(10) The indemnification and advancement of expenses provided by, or granted pursuant to this Article shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(11) The Court of Chancery is hereby vested with exclusive jurisdiction to hear and determine all actions for advancement of expenses or indemnification brought pursuant to: (a) this Article, (b) any provision of the Bylaws, (c) any agreement, (d) any vote of stockholders, (e) any vote of Disinterested Directors, or (f) otherwise. The Court of Chancery may summarily determine the Corporation's obligation to advance expenses (including attorneys' fees).

(12) The Corporation shall provide indemnification to employees and agents of the Corporation with the same scope and effect as the indemnification of directors and officers that is provided for in this Article.

(13) If a claim for indemnification pursuant to this Article is not paid in full by the Corporation within thirty 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. If successful in whole or in part, the claimant shall be entitled to be paid the expense of prosecuting such claim.

(14) Neither the failure of the Corporation (including the Board, the Disinterested Directors, or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in the GCL, nor an actual determination by the Corporation (including the Board, the Disinterested Directors, or independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(15) The rights to indemnification and the payment, reimbursement, and advance of expenses that are conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation (as it may be amended, changed, or restated from time to time), the Bylaws, agreement, vote of stockholders, vote of Disinterested Directors, or otherwise.

(16) The rights to indemnification and the payment, reimbursement, and advance of expenses that are conferred in this Article shall be a contract right.

NINTH: Meeting of Stockholders; Books. Meetings of the stockholders may be held within or outside the State of Delaware. Subject to the provisions of any law or regulation, the books of the Corporation may be kept within or outside the State of Delaware at such place (or places) as may be designated from time to time by the Board.

TENTH: Bylaws. The Board is authorized and empowered from time to time to make, alter, amend, change, add to, or repeal the Bylaws except as such power may be expressly restricted by law. The stockholders of the Corporation shall have the authority and power from time to time to make, alter, amend, change, add to, or repeal the Bylaws except as such power may be expressly restricted by law, upon the affirmative vote of at least two-thirds (2/3) of the shares of voting stock of the Corporation that are outstanding at the time, at a meeting of the stockholders duly called for such purpose.

ELEVENTH: Amendment. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by law, upon the affirmative vote of at least two-thirds (2/3) of the shares of voting stock of the Corporation that are outstanding at the time, at a meeting of the stockholders duly called for such purpose.

TWELFTH: Written Consent Prohibition. No action that is required or permitted to be taken by the stockholders of the Corporation at any annual or special meeting of stockholders may be effected by written consent of stockholders in lieu of a meeting. Notwithstanding anything contained in this Amended and Restated Certificate of Incorporation to the contrary, the affirmative vote of at least two-thirds (2/3) of the shares of voting stock of the Corporation that are outstanding at the time, at a meeting duly called for the purpose, shall be required to amend, repeal, or adopt any provision inconsistent with this Article.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been signed this 21st day of May, 2013.

/s/ Ronald Floit
Ronald Floit, Chief Executive Officer

/s/ John Dewees
John DeWees, President