

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

EPAS ID: PAT3517086

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CERTIFICATE OF CONVERSION FROM A LIMITED LIABILITY COMPANY TO A CORPORATION
CONVEYING PARTY DATA	
Name	Execution Date
ALCOHOOT LLC	03/02/2015
RECEIVING PARTY DATA	
Name:	ALCOHOOT INC.
Street Address:	65 EAST 76TH STREET
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10021
PROPERTY NUMBERS Total: 4	
Property Type	Number
Application Number:	14012414
Application Number:	14012650
Application Number:	14012705
Patent Number:	D708531
CORRESPONDENCE DATA	
Fax Number:	(609)896-1469
<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:	609-896-3600
Email:	ipdocket@foxrothschild.com
Correspondent Name:	FOX ROTHSCHILD LLP
Address Line 1:	997 LENOX DRIVE
Address Line 2:	BLDG. #3
Address Line 4:	LAWRENCEVILLE, NEW JERSEY 08648
ATTORNEY DOCKET NUMBER:	133764.00007-8,00011-12
NAME OF SUBMITTER:	BRIENNE S. TERRIL
SIGNATURE:	/Brienne S. Terril, Reg. No. 60,941/
DATE SIGNED:	09/09/2015
Total Attachments: 7	
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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "ALCOHOOT LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ALCOHOOT LLC" TO "ALCOHOOT INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF MARCH, A.D. 2015, AT 4:11 O'CLOCK P.M.


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

5136131 8100V

150301209

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2165948

DATE: 03-03-15

PATENT
REEL: 036573 FRAME: 0227

CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO
A CORPORATION

(Pursuant to Section 265 of the Delaware General Corporation Law)

Alcohoot LLC (hereinafter called the "Company"), a limited liability company organized and existing under and by virtue of the Limited Liability Company Act of the State of Delaware, does hereby certify:

1. The Company is formed under the jurisdiction of the State of Delaware.
2. The name of the Company immediately prior to the filing of this Certificate is Alcohoot LLC.
3. The date the Company was first formed is April 9, 2012.
4. The name of the corporation as set forth in the Certificate of Incorporation is Alcohoot Inc.

Date: March 2, 2015

By: /s/ Christopher G. Ayala
Christopher G. Ayala,
Authorized Signatory

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "ALCOHOOT INC." FILED IN THIS OFFICE ON THE SECOND DAY OF MARCH, A.D. 2015, AT 4:11 O'CLOCK P.M.

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

5136131 8100V

150301209

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2165948

DATE: 03-03-15

PATENT
REEL: 036573 FRAME: 0229

**CERTIFICATE OF INCORPORATION
OF
ALCOHOOT INC.**

I.

The name of the corporation is **ALCOHOOT INC.** (the "*Corporation*").

II.

The address of the registered office of the Corporation in the State of Delaware is c/o United Corporate Services, Inc., 874 Walker Road, Suite C, Dover, DE 19904 (County of Kent). The name of its registered agent at that address is United Corporate Services, Inc.

III.

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 Delaware as set forth in Title 8 of the Delaware Code ("*DGCL*").

IV.

The total number of shares which the Corporation is authorized to issue is Ten Million (10,000,000) shares of common stock, \$0.0001 par value per share (the "*Common Stock*").

V.

The name and mailing address of the Sole Incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Zev M. Bomrind	c/o Fox Rothschild LLP 100 Park Avenue New York, New York 10017

VI.

A. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent under applicable law. If the DGCL or any other law of the State of Delaware is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended. No amendment to, modification of or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

B. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which applicable law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL.

VII.

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and of its stockholders or any class thereof, as the case may be, it is further *provided* that:

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws, subject to any restrictions which may be set forth in this Certificate of Incorporation.

B. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation. The stockholders shall also have the power to adopt, amend or repeal the Bylaws of the Corporation; provided however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to adopt, amend or repeal any provision of the Bylaws of the Corporation.

C. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide.

VII.

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation; (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, creditors or other constituents; (iii) any action asserting a claim against the Corporation or any Director or officer of the Corporation arising pursuant to, or a claim against the Corporation or any Director or officer of the Corporation with respect to the interpretation or application of any provision of, the DGCL, this Certificate or the Bylaws of the Corporation; or (iv) any action asserting a claim governed by the internal affairs doctrine, in each such case subject to said court having personal jurisdiction over the indispensable parties named as defendants therein; provided, that, if and only if the Court of Chancery of the State of Delaware dismisses any such action for lack of subject matter jurisdiction, such action may be brought in

another state court sitting in the State of Delaware. To the fullest extent permitted by law, any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article VII.

VIII.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights and powers conferred upon stockholders, directors and officers are subject to this reservation.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned, being the sole incorporator, for the purpose of forming a corporation pursuant to the DGCL, does make this Certificate of Incorporation, hereby declaring and certifying that the foregoing Certificate of Incorporation is my act and deed and that the facts herein stated are true, and have accordingly hereunto set my hand this 2nd day of March, 2015.

/s/ Zev M. Bomrind
Zev M. Bomrind, Sole Incorporator

ACTIVE 29068900v1

RECORDED: 09/09/2015

PATENT
REEL: 036573 FRAME: 0233