

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3592967

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
KIZ TOYS, INC.	02/11/2015
RECEIVING PARTY DATA	
Name:	YOU42, INC.
Street Address:	1201 ORANGE STREET
Internal Address:	SUITE 600, ONE COMMERCE CENTER
City:	WILMINGTON
State/Country:	DELAWARE
Postal Code:	19801
PROPERTY NUMBERS Total: 2	
Property Type	Number
Application Number:	14090747
Patent Number:	8595811
CORRESPONDENCE DATA	
Fax Number:	(704)444-1111
<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:	7044441000
Email:	usptomail@alston.com
Correspondent Name:	ALSTON & BIRD LLP
Address Line 1:	101 SOUTH TRYON ST.
Address Line 2:	BANK OF AMERICA PLAZA
Address Line 4:	CHARLOTTE, NORTH CAROLINA 28280
ATTORNEY DOCKET NUMBER:	056172/453977
NAME OF SUBMITTER:	DANE A. BALTICH
SIGNATURE:	/Dane A. Baltich/
DATE SIGNED:	10/29/2015
Total Attachments: 4	
source=You42 Inc -DE-Obtain Document - Misc - Certified Copy of Restated Amend #page1.tif	
source=You42 Inc -DE-Obtain Document - Misc - Certified Copy of Restated Amend #page2.tif	
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**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
KIZ TOYS, INC.**

Pursuant to Title 8, Section 242(b) of the Delaware General Corporation Law ("DGCL"), Kiz Toys, Inc. (the "Corporation"), a Delaware corporation, hereby certifies as follows:

FIRST: The original name of the Corporation is Kiz Toys, Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of Delaware on November 20, 2009.

SECOND: This Amended and Restated Certificate of Incorporation was duly adopted in accordance with DGCL §§ 242 and 245, and restates, integrates and further amends the provisions of the Corporation's Certificate of Incorporation.

THIRD: The text of the Certificate of Incorporation of this Corporation is hereby amended and restated in its entirety as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, the Corporation caused this certificate to be executed by the undersigned officer, duly authorized, this 11th day of February, 2015.

Kiz Toys, Inc.
a Delaware corporation

By: _____

Ashley Johnson
President

EXHIBIT A

ARTICLE I

The name of this Corporation is You42, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 1201 Orange Street, Suite 600, One Commerce Center, in the City of Wilmington, County of New Castle, Delaware, 19801. The registered agent in charge thereof is Agents and Corporations, Inc.

ARTICLE III

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

1. **Authorized Shares.** The total number of shares of each class of stock which the Corporation is authorized to issue are as follows:

a. 90,000,000 shares of Class A common stock, \$0.0001 par value per share ("Class A Common Stock").

b. 10,000,000 shares of Class B common stock, \$0.0001 par value per share ("Class B Common Stock").

2. **Powers and Rights of the Class A Common Stock and Class B Common Stock.** A statement of the designations of each class of stock and the powers, preferences and rights and qualifications, limitations or restrictions thereof is as follows:

a. **Voting Rights.**

(i) Each holder of shares of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

(ii) Shares of Class B Common Stock shall not have any voting powers.

(iii) No stockholder will be permitted to cumulate votes at any election of directors.

b. **Dividends.** The holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to share equally, on a per share basis, in such dividends and other distributions of cash, property or shares of stock of the Corporation as may be declared by the Board of Directors from time to time with respect to the stock out of assets or funds of the Corporation legally available therefor; provided, however, that in the event that such dividend is paid in the form of shares of stock or rights to acquire stock, the holders of Class A Common Stock shall receive Class A Common Stock or rights to acquire Class A Common Stock, as the case may be, and the holders of Class B Common Stock shall receive Class B Common Stock or rights to acquire Class B Common Stock, as the case may be.

c. **Liquidation.** In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, the holders of Class A Common Stock and the holders of Class B Common Stock shall be entitled to share equally, on a per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of stock.

d. **Subdivision or Combinations.** If the Corporation in any manner subdivides or combines the outstanding shares of one class of stock, the outstanding shares of the other class of stock will be subdivided or combined in the same manner.

e. **Equal Status.** Except as expressly provided in this Article IV, Class A Common Stock and Class B Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters. Without limiting the generality of the foregoing, (i) in the event of a merger, consolidation or other business combination requiring the approval of the holders of the Corporation's capital stock entitled to vote thereon (whether or not the Corporation is the surviving entity), the holders of Class A Common Stock shall have the right to receive, or the right to elect to receive, the same form of consideration, if any, as the holders of Class B Common Stock and the holders of Class A Common Stock shall have the right to receive, or the right to elect to receive, at least the same amount of consideration, if any, on a per share basis as the holders of Class B Common Stock, and (ii) in the event of (x) any tender or exchange offer to acquire any shares of stock by any third party pursuant to an agreement to which the Corporation is a party or (y) any tender or exchange offer by the Corporation to acquire any shares of stock, pursuant to the terms of the applicable tender or exchange offer, the holders of Class A Common Stock shall have the right to receive, or the right to elect to receive, the same form of consideration, if any, as the holders of Class B Common Stock and the holders of Class A Common Stock shall have the right to receive, or the right to elect to receive, at least the same amount of consideration, if any, on a per share basis as the holders of Class B Common Stock.

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation. In furtherance of and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal Bylaws of the Corporation.

ARTICLE VII

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, 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. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VIII

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director or officer of the Corporation to the Corporation or the Corporation's stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's Certificate of Incorporation or Bylaws, or (D) any action or proceeding asserting a claim against the Corporation governed by the internal affairs doctrine.

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