

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT3874978

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CERTIFICATE OF CONVERSION		
CONVEYING PARTY DATA			
Name			Execution Date
PUZZLESOCIAL, LLC			01/08/2013
RECEIVING PARTY DATA			
Name:	PUZZLESOCIAL, INC.		
Street Address:	330 WEST 38TH STREET 302		
City:	NEW YORK		
State/Country:	NEW YORK		
Postal Code:	10018		
PROPERTY NUMBERS Total: 2			
Property Type	Number		
Patent Number:	8753186		
Patent Number:	8702486		
CORRESPONDENCE DATA			
Fax Number:	(973)597-2597		
<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:	9735972596		
Email:	lstrademark@lowenstein.com		
Correspondent Name:	MATTHEW HINTZ, ESQ.		
Address Line 1:	C/O LOWENSTEIN SANDLER LLP		
Address Line 2:	65 LIVINGSTON AVENUE		
Address Line 4:	ROSELAND, NEW JERSEY 07068		
ATTORNEY DOCKET NUMBER:	27490.8		
NAME OF SUBMITTER:	MATTHEW HINTZ		
SIGNATURE:	/Matthew Hintz/		
DATE SIGNED:	05/16/2016		
Total Attachments: 8			
source=PuzzleSocial#page1.tif			
source=PuzzleSocial#page2.tif			
source=PuzzleSocial#page3.tif			
source=PuzzleSocial#page4.tif			

source=PuzzleSocial#page5.tif

source=PuzzleSocial#page6.tif

source=PuzzleSocial#page7.tif

source=PuzzleSocial#page8.tif

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 "PUZZLESOCIAL, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "PUZZLESOCIAL, LLC" TO "PUZZLESOCIAL, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 2013, AT 1:47 O'CLOCK P.M.

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

5079084 8100V

130024369

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0128689

DATE: 01-08-13

PATENT
REEL: 038711 FRAME: 0187

CERTIFICATE OF CONVERSION

Of

**PUZZLESOCIAL, LLC,
a Delaware limited liability company**

converting to

**PUZZLESOCIAL, INC.
a Delaware corporation**

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

PuzzleSocial, LLC, a limited liability company organized and existing under and by virtue of the Limited Liability Act of the State of Delaware, does hereby certify:

FIRST: That PuzzleSocial, LLC was originally formed on December 13, 2011 in the State of Delaware.

SECOND: That the name of the limited liability company immediately prior to the filing of this Certificate is PuzzleSocial, LLC.

THIRD: That PuzzleSocial, LLC does now desire to convert from a limited liability company to a corporation, pursuant to Section 265 of the General Corporation Law of the State of Delaware, to be named PuzzleSocial, Inc. as set forth in the Certificate of Incorporation filed with the Secretary of State of the State of Delaware contemporaneously herewith.

FOURTH: That, immediately upon the filing of (a) this Certificate of Conversion, and (b) the Certificate of Incorporation of PuzzleSocial, Inc. with the Office of the Secretary of State of the State of Delaware, the outstanding Membership Interests of PuzzleSocial, LLC, and all rights in respect thereof, shall, without any further action on the part of anyone, be canceled and extinguished and be converted into and represent the right to receive from PuzzleSocial, Inc., one million (1,000,000) shares of common stock, par value \$0.0001 per share. No other cash, shares, securities or obligations will be distributed or issued upon conversion of the Membership Interests of PuzzleSocial, LLC.

FIFTH: That, immediately upon the filing of this Certificate of Conversion, but prior to the filing of the Certificate of Incorporation of PuzzleSocial, Inc. with the Office of the Secretary of State of the State of Delaware, (a) James Edward Balise III and E. Thayer Bigelow, Jr. shall be appointed as the initial directors and (b) James Edward Balise III shall be appointed as the President, Secretary and Treasurer, to serve in each such capacity until his successor is duly elected or appointed, as applicable, or his earlier removal or resignation.

[Signature Page Follows]

IN WITNESS WHEREOF, PuzzleSocial, LLC has caused this Certificate of Conversion to be executed as of January 8, 2013.

PUZZLESOCIAL, LLC

By: /s/ James Edward Balise III

Name: James Edward Balise III

Title: Managing Member

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 "PUZZLESOCIAL, INC." FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 2013, AT 1:47 O'CLOCK P.M.

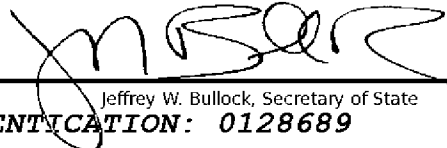
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

5079084 8100V

130024369

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0128689

DATE: 01-08-13

PATENT
REEL: 038711 FRAME: 0190

CERTIFICATE OF INCORPORATION

OF

PUZZLESOCIAL, INC.

FIRST: The name of the Corporation is PuzzleSocial, Inc. (the "Corporation").

SECOND: The address of its registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of its registered agent at such address is Corporation Service Company.

THIRD: The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH: The total number of shares of all classes of stock which the Corporation shall have the authority to issue is Five Million (5,000,000) shares of Common Stock, par value \$0.0001 per share (the "Common Stock").

FIFTH: The Corporation is to have perpetual existence.

SIXTH: In furtherance and not in limitation of the powers conferred by the State of Delaware:

1. The management of the business and the conduct of the affairs of the Corporation shall be vested in its board of directors (the "Board"). The number of directors which shall constitute the whole Board shall be fixed by, or in the manner provided in, the Corporation's by-laws (the "By-laws"). No election of directors need be by written ballot unless the By-laws shall so provide.

2. The Board is expressly authorized to adopt, amend or repeal the By-laws.

3. Meetings of stockholders may be held within or without the State of Delaware, as the By-laws may provide. The books of the Corporation may be kept (subject to any provision contained in applicable statutes) at such place within or without the State of Delaware as the By-laws may provide or as may be designated from time to time by the Board.

SEVENTH: To the fullest extent permitted by law, 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. If the DGCL or any other law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

Any repeal or modification of the foregoing provisions of this Article SEVENTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

EIGHTH: 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 the DGCL permits the Corporation to provide indemnification) through By-law 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.

Any amendment, repeal or modification of the foregoing provisions of this Article EIGHTH shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

NINTH: The Corporation shall, to the fullest extent permitted by the provisions of Section 145 of the DGCL, as the same may be amended and supplemented, indemnify any director or officer of the Corporation and, in the discretion of the Board, any other persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of stockholders or 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, and 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 person. Any amendment, repeal or modification of the provisions of this Article NINTH shall not adversely affect any right or protection of any director, officer or other person existing at the time of such amendment, repeal or modification.

TENTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this certificate of incorporation are granted subject to the provisions of this Article TENTH.

ELEVENTH: The Corporation expressly elects not to be governed by Section 203 of the DGCL, as from time to time in effect or any successor provision thereto.

TWELFTH: The name and the mailing address of the sole incorporator are as follows:

NAME

MAILING ADDRESS

Lindsay A. Freeman

1251 Avenue of the Americas,
17th Floor
New York, NY 10020

THIRTEENTH: The following individuals shall serve as the initial members of the Board, and shall serve in such capacity until the first annual meeting of the stockholders of the Corporation or until such time as their successors are duly elected and qualified or until their earlier resignation or removal:

NAME

MAILING ADDRESS

James Edward Balise III

c/o PuzzleSocial, Inc.
330 West 38th Street 302
New York, NY 10018

E. Thayer Bigelow, Jr.

c/o PuzzleSocial, Inc.
330 West 38th Street 302
New York, NY 10018

[Remainder of Page is Intentionally Left Blank; Signature Page Follows]

I, THE UNDERSIGNED, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 8th day of January, 2013.

/s/ Lindsay A. Freeman

Lindsay A. Freeman

Sole Incorporator