

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4088420

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/02/2016
CONVEYING PARTY DATA	
Name	Execution Date
@HAND SOFTWARE CORPORATION	05/02/2016
RECEIVING PARTY DATA	
Name:	@HAND SOFTWARE CORPORATION
Street Address:	401 CONGRESS AVENUE, SUITE 2650
City:	AUSTIN
State/Country:	TEXAS
Postal Code:	78701
PROPERTY NUMBERS Total: 2	
Property Type	Number
Application Number:	09848770
Application Number:	09848952
CORRESPONDENCE DATA	
Fax Number:	(512)345-7225
<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:	512-338-9100
Email:	heather@tcchlaw.com
Correspondent Name:	TERRILE, CANNATTI, CHAMBERS & HOLLAND, LLP
Address Line 1:	P.O. BOX 203518
Address Line 4:	AUSTIN, TEXAS 78720
ATTORNEY DOCKET NUMBER:	@HAND
NAME OF SUBMITTER:	KENT B. CHAMBERS
SIGNATURE:	/Kent B. Chambers/
DATE SIGNED:	10/07/2016
Total Attachments: 7	
source=2016-05-02 @Hand Merger Certificate - Delaware#page1.tif	
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Delaware

The First State

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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 MERGER, WHICH MERGES:

"@HAND ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "@HAND SOFTWARE CORPORATION" UNDER THE NAME OF
"@HAND SOFTWARE CORPORATION", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE ON THE SECOND DAY OF MAY, A.D. 2016, AT
3:46 O`CLOCK P.M.

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


Jeffrey W. Bullock, Secretary of State

3087774 8100M
SR# 20162733568

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

Authentication: 202246021
Date: 05-02-16

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CERTIFICATE OF MERGER

MERGING

**@HAND ACQUISITION CORP.
A DELAWARE CORPORATION**

WITH AND INTO

**@HAND SOFTWARE CORPORATION
A DELAWARE CORPORATION**

Pursuant to Section 251 of the General Corporation Law of the State of Delaware

@Hand Software Corporation, a Delaware corporation (the "**Company**"), does hereby certify as follows:

FIRST: Each of the Company and @HAND ACQUISITION CORP., a Delaware corporation ("**Merger Sub**"), is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Merger, dated as of May 2, 2016 (the "**Merger Agreement**"), by and among ESW Capital, LLC, a Delaware limited liability company, Merger Sub and the Company, setting forth the terms and conditions of the merger of Merger Sub with and into the Company with the Company surviving the merger (the "**Merger**"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the Delaware General Corporation Law.

THIRD: The name of the surviving corporation in the Merger (the "**Surviving Corporation**") shall be @Hand Software Corporation.

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be the Certificate of Incorporation set forth in Exhibit A hereto, until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

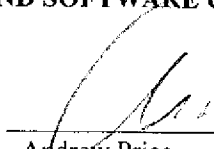
@Hand Software Corporation
Attention: Chief Executive Officer
401 Congress Ave., Suite 2650
Austin, TX 78701

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The Merger shall become effective upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, Company has caused this Certificate of Merger to be executed in its corporate name as of May 2 , 2016.

@HAND SOFTWARE CORPORATION

By: 
Name: Andrew Price
Title: Chief Financial Officer

-Signature Page to Certificate of Merger-

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EXHIBIT A

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION
OF
@HAND SOFTWARE CORPORATION
a Delaware corporation

FIRST. The name of the corporation is @Hand Software Corporation (the "Corporation").

SECOND. The address of the registered office of the Corporation in the State of Delaware is 1675 S. State Street, Suite B, Dover, DE 19901, Kent County. The name of its registered agent at such address is Capitol Services, Inc.

THIRD. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law, as amended (the "DGCL").

FOURTH. The total number of shares of stock which the Corporation is authorized to issue is one thousand (1,000) shares of common stock, having a par value of \$0.0001 per share.

FIFTH. The business and affairs of the Corporation shall be managed by or under the direction of the board of directors, and the directors need not be elected by written ballot unless required by the Bylaws of the Corporation.

SIXTH. The number of directors shall be specified in or determined in the manner provided in the Bylaws of the Corporation, and until changed in accordance with the manner prescribed by the Bylaws shall be one (1). The name and address of the persons who shall serve as the Corporation's directors until his successor is elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Andrew S. Price	401 Congress Avenue, Suite 2650 Austin, Texas 78701

SEVENTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the board of directors is expressly authorized to make, amend and repeal the Bylaws.

EIGHTH. The Corporation shall have perpetual existence.

NINTH. 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 the laws of the State of Delaware. All rights conferred upon stockholders herein are granted subject to this reservation.

TENTH. No person who is or was a director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted by the DGCL as the same exists or hereafter may be amended. If the DGCL is hereafter amended to authorize corporate action further limiting or eliminating the liability of directors or officers, then the liability of a director or officer to the Corporation or its stockholders shall be limited or eliminated to the

fullest extent permitted by the DGCL, as so amended. Any repeal or amendment of this Article Tenth by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Article Tenth will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to further limit or eliminate the liability of directors or officers) and shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or amendment or adoption of such inconsistent provision with respect to acts or omissions occurring prior to such repeal or amendment or adoption of such inconsistent provision.

ELEVENTH. Each person who is or was made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding") by reason of the fact that he or she is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter a "Covered Person"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent, or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized or permitted by applicable law, as the same exists or may hereafter be amended, against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes and penalties and amounts paid in settlement) reasonably incurred or suffered by such Covered Person in connection with such proceeding, and such right to indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall indemnify a Covered Person in connection with a proceeding (or part thereof) initiated by such Covered Person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred by this Article Eleventh shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any such proceeding in advance of its final disposition.

The rights conferred on any Covered Person by this Article Eleventh shall not be exclusive of any other rights which any Covered Person may have or hereafter acquire under law, this Certificate, the Bylaws, an agreement, vote of stockholders or disinterested directors, or otherwise.

Any repeal or amendment of this Article Eleventh by the stockholders of the Corporation or by changes in law, or the adoption of any other provision of this Certificate inconsistent with this Article Eleventh, will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and will not in any way diminish or adversely affect any right or protection existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

This Article Eleventh shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than Covered Persons.