

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4736837

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
D-WAVE (COMMERCIAL) INC.	09/25/2017
RECEIVING PARTY DATA	
Name:	D-WAVE COMMERCIAL INC.
Street Address:	C/O 3033 BETA AVENUE
City:	BURNABY
State/Country:	CANADA
Postal Code:	V5G 4M9
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	15505522
CORRESPONDENCE DATA	
Fax Number:	(206)682-6031
<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:	2066224900
Email:	erins@seedip.com
Correspondent Name:	SEED IP LAW GROUP LLP
Address Line 1:	701 FIFTH AVENUE
Address Line 2:	SUITE 5400
Address Line 4:	SEATTLE, WASHINGTON 98104
ATTORNEY DOCKET NUMBER:	240105.55501USPC
NAME OF SUBMITTER:	FRANK ABRAMONTE
SIGNATURE:	/Frank Abramonte/
DATE SIGNED:	12/15/2017
Total Attachments: 4	
source=2017.09.21 - D-Wave Commercial - Amended and Restated Certificate of Incorporation_(palib2_8805735_3)#page1.tif	
source=2017.09.21 - D-Wave Commercial - Amended and Restated Certificate of Incorporation_(palib2_8805735_3)#page2.tif	
source=2017.09.21 - D-Wave Commercial - Amended and Restated Certificate of Incorporation_(palib2_8805735_3)#page3.tif	

Delaware

The First State

Page 1

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 "D-WAVE (COMMERCIAL) INC.", CHANGING ITS NAME FROM "D-WAVE (COMMERCIAL) INC." TO "D-WAVE COMMERCIAL INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2017, AT 3:23 O`CLOCK P.M.

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



5432829 8100
SR# 20176277415

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203323164
Date: 10-02-17

PATENT
REEL: 044882 FRAME: 0265

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:23 PM 09/21/2017
FILED 03:23 PM 09/21/2017

SR 20176277415 - File Number 5432829

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF

D-WAVE (COMMERCIAL) INC.

D-Wave (Commercial) Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Corporation*"), certifies that:

1. The current name of the Corporation is D-Wave (Commercial) Inc. The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 14, 2013 under the name D-Wave Systems (USA) Inc.

2. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware, and has been duly approved by the written consent of the stockholders of the Corporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

3. The Certificate of Incorporation is being amended and restated to change the name of the Corporation to D-Wave Commercial Inc.

4. The text of the Certificate of Incorporation is amended and restated to read as set forth in SCHEDULE A attached hereto.

IN WITNESS WHEREOF, D-Wave (Commercial) Inc. has caused this Amended and Restated Certificate of Incorporation to be signed by Shelley Bubb, a duly authorized officer of the Corporation, on September 25, 2017.

DocuSigned by:

Shelley Bubb

15E69D9422064CF

SHELLEY BUBB, TREASURER

SCHEDULE A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
D-WAVE COMMERCIAL INC.**

ARTICLE I

The name of the corporation is D-Wave Commercial Inc. (the "*Company*").

ARTICLE II

The address of the Company's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time.

ARTICLE IV

This Company is authorized to issue one class of shares to be designated Common Stock. The total number of shares of Common Stock the Company has authority to issue is 1,000,000 with par value of \$0.001 per share.

ARTICLE V

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

Shelley Bubb
3033 Beta Avenue
Burnaby, British Columbia
V5G 4M9
Canada

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the Company is expressly authorized to make, alter, amend or repeal the bylaws of the Company.

ARTICLE VII

Elections of directors need not be by written ballot unless otherwise provided in the bylaws of the Company.

ARTICLE VIII

To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended from time to time, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

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

ARTICLE IX

Subject to any provisions in the bylaws of the Company related to indemnification of directors or officers of the Company, the Company shall indemnify, to the fullest extent permitted by applicable law, any director or officer of the Company 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 (a "*Proceeding*") by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding. The Company shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board.

The Company shall have the power to indemnify, to the extent permitted by the Delaware General Corporation Law, as it presently exists or may hereafter be amended from time to time, any employee or agent of the Company who was or is a party or is threatened to be made a party to any Proceeding by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any such Proceeding.

A right to indemnification or to advancement of expenses arising under a provision of this Certificate of Incorporation or a bylaw of the Company shall not be eliminated or impaired by an amendment to this Certificate of Incorporation or the bylaws of the Company 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 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.

ARTICLE X

Except as provided in ARTICLE VIII and ARTICLE IX above, the Company 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 statute, and all rights conferred upon stockholders herein are granted subject to this reservation.