

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT7170845

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	04/10/2019		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>			<b>Execution Date</b>
VERB DIRECT, INC.			04/10/2019
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	VERB DIRECT, LLC		
<b>Street Address:</b>	782 SOUTH AUTOMALL DRIVE		
<b>Internal Address:</b>	SUITE A		
<b>City:</b>	AMERICAN FORK		
<b>State/Country:</b>	UTAH		
<b>Postal Code:</b>	84003		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>		
<b>Application Number:</b>	17396583		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(949)852-0004		
<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>			
<b>Phone:</b>	9498520000		
<b>Email:</b>	pair@kppb.com		
<b>Correspondent Name:</b>	KPPB LLP		
<b>Address Line 1:</b>	2190 S. TOWNE CENTRE PLACE		
<b>Address Line 2:</b>	SUITE 300		
<b>Address Line 4:</b>	ANAHEIM, CALIFORNIA 92806		
<b>ATTORNEY DOCKET NUMBER:</b>	V18-06371.CON3		
<b>NAME OF SUBMITTER:</b>	GRACE KANG		
<b>SIGNATURE:</b>	/Grace Kang/		
<b>DATE SIGNED:</b>	02/10/2022		
<b>Total Attachments: 7</b>			
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**PATENT**

**REEL: 058985 FRAME: 0131**

RECORDATION FORM COVER SHEET

PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

Verb Direct, Inc.

2. Name and address of receiving party(ies)

Name: Verb Direct, LLC

Internal Address: Suite A

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance/Execution Date(s):

Execution Date(s) April 10, 2019

☐ Assignment

☒ Merger

☐ Security Agreement

☐ Change of Name

☐ Joint Research Agreement

☐ Government Interest Assignment

☐ Executive Order 9424, Confirmatory License

☐ Other

Street Address: 782 South Automall Drive

City: American Fork

State: UT

Country: US Zip: 84003

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application or patent number(s):

☐ This document serves as an Oath/Declaration (37 CFR 1.63).

A. Patent Application No.(s)

17/396,583

B. Patent No.(s)

Additional numbers attached? ☐ Yes ☒ No

5. Name and address to whom correspondence concerning document should be mailed:

Name: KPPB LLP

Internal Address: Suite 300

Street Address: 2190 S. Towne Centre Place

City: Anaheim

State: CA Zip: 92806

Phone Number: 949.852.0000

Docket Number: V18-06371.CON3

Email Address: pair@kppb.com

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$

☐ Authorized to be charged to deposit account

☐ Enclosed

☐ None required (government interest not affecting title)

8. Payment Information

Deposit Account Number

Authorized UserName

9. Signature: /Isaac M. Fine/

February 10, 2022

Signature

Date

Isaac M. Fine

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450



Francine Giani  
Executive Director  
Department of Commerce

Gary Herbert  
Governor  
State of Utah

Jason Sterzer  
Director  
Division of Corporations  
& Commercial Code

**STATE OF UTAH**  
**DEPARTMENT OF COMMERCE**  
***DIVISION OF CORPORATIONS & COMMERCIAL CODE***  
**CERTIFICATE OF REGISTRATION**

CT CORPORATION SYSTEM  
**VERB DIRECT, LLC**  
1108 E SOUTH UNION AVE  
MIDVALE UT 84047

Access Code  
Code: 6033116

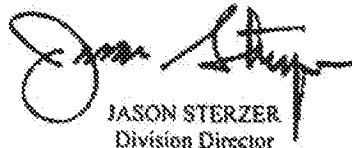


State of Utah  
Department of Commerce  
Division of Corporations & Commercial Code

**CERTIFICATE OF REGISTRATION**

**LLC - Domestic**

This certifies that **VERB DIRECT, LLC** has been filed and approved on **October 29, 2018** and has been issued the registration number **11041195-0160** in the office of the Division and hereby issues this Certification thereof.

  
JASON STERZER  
Division Director

\*The Access Code is used for Online Applications used by this Division only.

**PATENT**  
**REEL: 058985 FRAME: 0133**

**EXPEDITE**

Date: 04/12/2019  
Receipts Number: 7600186  
Amount Paid: \$1,190.00

**MERGER**

**STATEMENT OF MERGER**

**OF**

**VERB DIRECT, INC.,  
a Utah corporation**

**WITH AND INTO**

**NF ACQUISITION COMPANY, LLC,  
a Utah limited liability company**

11057132-0142  
merging into  
11041195-0140

**RECEIVED**

**APR 12 2019**

Utah Div. of Corp. & Comm. Code

Pursuant to §16-10a-1105 of the Utah Revised Business Corporation Act (the "URBCA") and §48-3a-1025 of the Utah Revised Uniform Limited Liability Company Act (the "URULLCA"), NF Acquisition Company, LLC, a Utah limited liability company (the "Company"; or, after the effective time of the merger, the "Surviving Entity"), and Verb Direct, Inc., a Utah corporation ("Verb Direct"), do hereby certify as follows:

**FIRST:** That an Agreement and Plan of Merger (the "Plan") has been adopted and approved by the Company and Verb Direct, the parties to the merger, in accordance with the requirements of §16-10a-1101 of the URBCA and §48-3a-1022 of the URULLCA, an abbreviated form of which is attached hereto as Exhibit A.

**SECOND:** There is one membership interest currently outstanding and entitled to vote on the Plan. The sole membership interest of the Company voted in favor of the Plan, which is a sufficient number of votes to approve the Plan.

**THIRD:** There is one share of common stock of Verb Direct currently outstanding and entitled to vote on the Plan. The sole share of common stock of Verb Direct voted in favor of the Plan, which is a sufficient number of votes to approve the Plan.

**FOURTH:** The name of the Surviving Entity shall be Verb Direct, LLC.

**FIFTH:** The effective time of the merger shall be at the time of filing of this Statement of Merger with the Utah Division of Corporations and Commercial Code.

[Signature Page Follows]

APR 12 '19 PM3:22

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certify that the foregoing has been filed  
and approved on this 12th day of April, 2019  
in this office of this Division and hereby issued  
This Certificate Hereof.

Examiner [Signature] Date 4/12/19  
[Signature]  
Jesse H. Hines  
Deputy Director

4818-2056-1801.1

**PATENT**

**REEL: 058985 FRAME: 0134**

IN WITNESS WHEREOF, the undersigned executes and delivers this Statement of Merger on this 9<sup>th</sup> day of April, 2019.

NF ACQUISITION COMPANY,  
LLC, a Utah limited liability  
company

By: [Signature]  
Name: Dary Cutler  
Its: CEO

VERB DIRECT, INC.,  
a Utah corporation

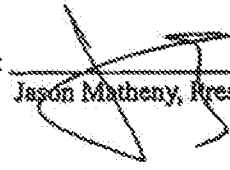
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

IN WITNESS WHEREOF, the undersigned executes and delivers this Statement of Merger on this 10th day of April, 2019.

NF ACQUISITION COMPANY,  
LLC, a Utah limited liability  
company

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

VERB DIRECT, INC.,  
a Utah corporation

By:  \_\_\_\_\_  
Jason Matheny, President

4818-2056-1301.1  
100861923.2 0038281-00006

**AGREEMENT  
AND  
PLAN OF MERGER  
(abbreviated)**

1. **The Merger.** On the terms and subject to the conditions set forth in an Agreement and Plan of Merger (the "Merger Agreement"), dated November 8, 2018, by and among nFüsz, Inc., a Nevada corporation, and now known as Verb Technology Company, Inc. (the "Parent"), NF Merger Sub, Inc., a Utah corporation and a wholly-owned subsidiary of the Parent ("Merger Sub 1"), NF Acquisition Company, LLC, a Utah limited liability company and a wholly-owned subsidiary of the Parent ("Merger Sub 2" or, after the effective time of the merger, the "Surviving Entity"), Sound Concepts, Inc., a Utah corporation, and now known as Verb Direct, Inc. ("Verb Direct"), the shareholders of Verb Direct (each, a "Shareholder"; and, collectively, the "Shareholders"), and the Shareholders' representative (the "Representative"), and in accordance of the applicable provisions of the Utah Revised Business Corporation Act (the "URBCA") and the Utah Revised Uniform Limited Liability Company Act (the "URULLCA"), at the Effective Time (as defined below), Verb Direct shall merge with and into Merger Sub 2 with Merger Sub 2 surviving the merger such that upon the conclusion of the merger, the separate corporate existence of Verb Direct shall cease and Merger Sub 2 shall continue its limited liability company existence under Utah law as the Surviving Entity in the merger and as a wholly-owned subsidiary of the Parent (the "Merger").

2. **Effective Time.** Subject to the provisions of the Merger Agreement, on the closing date, Verb Direct, the Parent, and Merger Sub 2 shall cause the Statement of Merger (the "Statement of Merger") to be executed and filed with the Utah Division of Corporations and Commercial Code in accordance with the relevant provisions of the URBCA and the URULLCA, as applicable, and shall make all other filings or recordings required by the URBCA and the URULLCA in connection with the Merger. The Merger shall become effective at such time as the Statement of Merger has been duly filed with the Utah Division of Corporations and Commercial Code in accordance with the URULLCA or at such later date or time as may be agreed by Verb Direct and the Parent in writing and specified in the Statement of Merger in accordance with the URULLCA (the effective time of the merger being hereinafter referred to as the "Effective Time").

3. **Effects of Merger.** The Merger shall have the effects set forth in the Merger Agreement and in the applicable provisions of the URULLCA.

4. **Certificate of Organization of the Surviving Entity.** The Certificate of Organization of the Surviving Entity (the "Certificate"), shall be amended as a result of the Merger to change the name of the Surviving Entity to a name virtually identical to the name in Verb Direct's Articles of Incorporation as in effect immediately prior to the Effective Time, and such amended Certificate shall remain in effect until thereafter amended in accordance with the terms thereof or as provided by applicable law.



5. Operating Agreement of the Surviving Entity. The Operating Agreement (the "Operating Agreement") of the Surviving Entity shall remain in effect, except that the name of the Surviving Entity shall be virtually identical to the name of the Company and such amended Operating Agreement shall remain in effect until thereafter amended in accordance with the terms thereof, the Certificate of the Surviving Entity, or as provided by applicable law.

6. Directors and Officers of the Surviving Entity. From and after the Effective Time, the directors and officers of the Surviving Entity shall be as set forth on Exhibit C to the Merger Agreement until their respective successors have been duly elected or appointed and qualified or until their respective earlier death, resignation, or removal in accordance with the Certificate and Operating Agreement of the Surviving Entity.

7. Effect of the Merger on Capital Stock of Verb Direct and Merger Sub 2. At the Effective Time, as a result of the Merger, and without any action on the part of the Parent, Merger Sub 2, or Verb Direct, the one issued, fully paid, and non-assessable share of common stock of Verb Direct shall be converted into and become one newly issued, fully paid, and non-assessable membership unit of the Surviving Entity.

*[Remainder of page is intentionally left blank.]*