

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM532481

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
EVINE Live Inc.		07/15/2019	Corporation: MINNESOTA
RECEIVING PARTY DATA			
Name:	iMedia Brands, Inc.		
Street Address:	6740 Shady Oak Road		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55344		
Entity Type:	Corporation: MINNESOTA		
PROPERTY NUMBERS Total: 84			
Property Type	Number	Word Mark	
Serial Number:	88506120	SHOP HQ	
Serial Number:	88456711	SHOP LAVENTA	
Serial Number:	88463345	VALUEPAY	
Serial Number:	88456753	SHOP LAVENTA	
Serial Number:	88456747	LAVENTA	
Serial Number:	88456738	SHOP BULLDOG	
Serial Number:	88456728	BULLDOG SHOPPING NETWORK	
Serial Number:	88456697	LAVENTA	
Serial Number:	88456689	BULLDOG	
Serial Number:	88456680	BULLDOG	
Serial Number:	88456673	BULLDOG	
Serial Number:	88456668	BULLDOG	
Serial Number:	88456654	BULLDOG	
Serial Number:	87828217	GRAMERCY 22	
Serial Number:	87576522	GEMS OF DISTINCTION	
Serial Number:	87543178	HALFWAY TO CHRISTMAS	
Serial Number:	87620599	GOLD OF DISTINCTION	
Serial Number:	87828230	MOD X	
Serial Number:	87543153	HALFWAY TO XMAS	

OP \$2115.00 88506120

Property Type	Number	Word Mark
Serial Number:	87616943	EVINE AFTER DARK
Serial Number:	87625887	GEMS OF DISTINCTION
Serial Number:	87312943	EVINE BEAUTY EXPERIENCE
Serial Number:	86955359	LOVE ONE LOVE ALL
Serial Number:	86616620	MICROLUXE
Serial Number:	86805435	EVINE TOO
Serial Number:	86979780	DEVINE TREATS
Serial Number:	86808249	WAKE UP LIVE
Serial Number:	86662208	ONE SOL
Serial Number:	86585992	NORTH SHORE LIVING
Serial Number:	86576190	KNITHAUS
Serial Number:	86570570	SLEEP RETREAT
Serial Number:	86570563	CITYSCAPE
Serial Number:	86531741	BEFORE & AFTER BEAUTY
Serial Number:	86524437	MARITA
Serial Number:	86503196	FAR EAST MARKET
Serial Number:	86503106	PASSAGE TO ISRAEL
Serial Number:	86503048	HOT FLASHES
Serial Number:	86502972	PRESTIGE PEARLS
Serial Number:	86490421	LINDEN RIDGE
Serial Number:	86475541	THE SIZZLE
Serial Number:	86458037	SHOP. SHARE. SMILE.
Serial Number:	86458025	EVINE LIVE
Serial Number:	86458020	EVINE LIVE
Serial Number:	86457017	EVINE LIVE
Serial Number:	86439927	TRAVELRIGHT
Serial Number:	86435323	BRILLIANTE
Serial Number:	86429048	SHOPBUSTERS
Serial Number:	86384587	WAKE UP IN STYLE
Serial Number:	86384552	ARTIQUE SILVER CREATIONS
Serial Number:	86380978	EVINE
Serial Number:	86359971	INNOVA
Serial Number:	86354327	NYC II
Serial Number:	86354311	JAIPUR JEWELRY BAZAAR
Serial Number:	86354257	LIQUID COOL
Serial Number:	86354228	GEM INSIDER
Serial Number:	86324349	OSO CASUALS
Serial Number:	86279143	ALL SEASON

Property Type	Number	Word Mark
Serial Number:	86279130	LUMINOSITY 925
Serial Number:	86237511	FIERRA
Serial Number:	86183205	LABRADO
Serial Number:	86129357	ULTIMATE SILVER
Serial Number:	86018831	WRINKLE EASE
Serial Number:	86018795	SURESOFT
Serial Number:	85056243	SHOPHQ
Serial Number:	85715036	GRAND SUITES
Serial Number:	85717413	GEM TREASURES
Serial Number:	85717512	DIAMOND TREASURES
Serial Number:	85631019	DIAMOND TREASURES
Serial Number:	85246621	COZELLE
Serial Number:	85375395	VIALE18K
Serial Number:	85980947	#HOLLYWOODTRENDS
Serial Number:	85980814	KATE & MALLORY
Serial Number:	85831243	GLITTERSCAPE
Serial Number:	85672075	COOK'S TRADITION
Serial Number:	85672070	FLASH PRICE
Serial Number:	85646809	COOK'S COMPANION
Serial Number:	85440147	KATE & MALLORY
Serial Number:	78403277	GEM TREASURES
Serial Number:	78403329	BEVERLY HILLS ELEGANCE
Serial Number:	78403349	GALERIE DE BIJOUX
Serial Number:	77965245	VALUESHIPPING
Serial Number:	77873688	TODAY'S TOP VALUE
Serial Number:	77204722	QUICKBUY
Serial Number:	75442405	VALUEPAY

CORRESPONDENCE DATA

Fax Number: 6123212288

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.

Phone: 6123212800

Email: amber.cotton@nortonrosefulbright.com

Correspondent Name: Timothy M. Kenny

Address Line 1: 60 South Sixth Street

Address Line 2: Suite 3100

Address Line 4: Minneapolis, MINNESOTA 55402

NAME OF SUBMITTER:

07/18/2019

SIGNATURE:	/Timothy M. Kenny/
DATE SIGNED:	07/18/2019
Total Attachments: 4 source=EVINE Live Inc.-MN-Amendment-2#page1.tif source=EVINE Live Inc.-MN-Amendment-2#page2.tif source=EVINE Live Inc.-MN-Amendment-2#page3.tif source=EVINE Live Inc.-MN-Amendment-2#page4.tif	



EVINE LIVE INC.

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

The undersigned, Michael Porter, Chief Financial Officer of EVINE Live Inc., a Minnesota corporation (the "Corporation"), hereby certifies that:

1. The Corporation's articles of incorporation, as amended to date, is hereby amended and restated in its entirety as set forth in Attachment I.
2. This amendment restating the articles of incorporation correctly sets forth without change the corresponding provisions of the articles of incorporation as previously amended, with the exception of Article 1.
3. This amendment was adopted pursuant to Chapter 302A of the Minnesota Statutes.
4. Pursuant to Section 302A.135, Subd.7, of the Minnesota Statutes, approval of this amendment by the shareholders of the Corporation is not required.
5. The Corporation is hereby changing its' name to iMedia Brands, Inc.

IN WITNESS WHEREOF, I have subscribed my name this July 15, 2019.



Michael Porter
Chief Executive Officer

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
IMEDIA BRANDS, INC.

ARTICLE 1
NAME

The name of the Corporation is iMedia Brands, Inc.

ARTICLE 2
REGISTERED OFFICE

The address of the registered office of the Corporation is 6740 Shady Oak Road, Minneapolis, Minnesota 55344-3433.

ARTICLE 3
CAPITAL

A. The Corporation is authorized to issue One Hundred Million (100,000,000) shares of capital stock, having a par value of one cent (\$.01) per share in the case of common stock, and having a par value as determined by the Board of Directors in the case of preferred stock, to be held, sold and paid for at such times and in such manner as the Board of Directors may from time to time determine in accordance with the laws of the State of Minnesota.

B. In addition to any and all powers conferred upon the Board of Directors by the laws of the State of Minnesota, the Board of Directors shall have the authority to establish by resolution more than one class or series of shares, either preferred or common, and to fix the relative rights, restrictions and preferences of any such different classes or series, and the authority to issue shares of a class or series to another class or series to effectuate share dividends, splits or conversion of the Corporation's outstanding shares.

C. The Board of Directors shall also have the authority to issue rights to convert any of the Corporation's securities into shares of stock of any class or classes, the authority to issue options to purchase or subscribe for shares of stock of any class or classes, and the authority to issue share purchase or subscription warrants or any other evidence of such option rights which set forth the terms, provisions and conditions thereof, including the price or prices at which such shares may be subscribed for or purchased. Such options, warrants and rights, may be transferable or nontransferable and separable or inseparable from other securities of the Corporation. The Board of Directors is authorized to fix the terms, provisions and conditions of such options, warrants and rights, including the conversion basis or bases and the option price or prices at which shares may be subscribed for or purchased.

D. Any provisions herein to the contrary notwithstanding, except as otherwise provided by law, not more than twenty percent (20%) of the aggregate voting power of all shares outstanding entitled to vote on any matter shall be at any time voted by or for the account of aliens or their representatives, or by or for the account of a foreign government or representative thereof, or by or for the account of any corporation organized under the laws of foreign country.

The Board of Directors shall make such rule and regulations as it shall deem necessary or appropriate to enforce the provisions of this paragraph D.

E. Except as otherwise provided by law, aliens, foreign governments, or corporations organized under the laws of a foreign country, or the representatives of such aliens, foreign governments, or corporations organized under the laws of a foreign country, shall not own, directly or through a third party who holds the stock for the account of such alien, foreign government, or corporation organized under the laws of a foreign country: (1) more than twenty percent (20%) of the number of shares of outstanding stock of the Corporation, or (2) shares representing more than twenty percent (20%) of the aggregate voting power of all outstanding shares of voting stock of the Corporation.

Shares of stock shall not be transferable on the books of the Corporation to aliens, foreign governments, or corporations organized under the laws of foreign countries, or to the representatives of, or persons holding for the account of, such aliens, foreign governments, or corporations organized under the laws of foreign

countries, unless, after giving effect to such transfer, the aggregate number of shares of stock owned by or for the account of aliens, foreign governments, and corporations organized under the laws of foreign countries, and any representatives thereof, will not exceed twenty percent (20%) of the number of shares of outstanding stock of the Corporation, and the aggregate voting power of such shares will not exceed twenty percent (20%) of the aggregate voting power of all outstanding shares of voting stock of the Corporation.

If, notwithstanding the restriction on transfer set forth in this Article 3E, the aggregate number of shares of stock owned by or for the account of aliens, foreign governments, and corporations organized under the laws of foreign countries, exceed twenty percent (20%) of the number of shares of outstanding stock of the Corporation, or if the aggregate voting power of such shares exceed twenty percent (20%) of the aggregate voting power of all outstanding shares of voting stock of the Corporation, the Corporation shall have the right to redeem shares of all classes of capital stock, at their then fair market value, on a pro rata basis, owned by or for the account of all aliens, foreign governments, and corporations organized under the laws of foreign countries, in order to reduce the number of shares and/or percentage of voting power held by or for the account of aliens, foreign governments, and corporations organized under the laws of foreign countries, and their representatives to the maximum number or percentage allowed under these Articles of Incorporation or as otherwise required by applicable federal law.

The Board of Directors shall make such rules and regulations as it deems necessary or appropriate to enforce the foregoing provisions of this Article 3E.

ARTICLE 4 SHAREHOLDER RIGHTS

- A. No shareholder of the Corporation shall have any preemptive rights.
- B. No shareholder of the Corporation shall have any cumulative voting rights.

ARTICLE 5 WRITTEN ACTION BY LESS THAN ALL OF THE DIRECTORS

Any action required or permitted to be taken at a Board meeting, other than an action requiring shareholder approval, may be taken by written action of the Board of Directors if signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.

ARTICLE 6 LIMITED LIABILITY OF DIRECTORS

To the fullest extent permitted by law, a director shall have no personal liability to the Corporation or its shareholders for breach of fiduciary duty as a director. Any amendment to or repeal of this Article 6 shall not adversely affect any right or protection of a director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE 7

No officer or director of the Corporation shall be an alien, or a representative of a foreign government.

The term "alien" as used in these Articles of Incorporation shall have the meaning assigned to such term in the Communications Act of 1934, as amended.



Work Item 1092681700043
Original File Number 6S-518

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
07/16/2019 11:59 PM

Steve Simon

Steve Simon
Secretary of State