

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM338272

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Zylo Ware Corporation		03/18/2010	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	ZyloWare Corporation		
Street Address:	8 Slater Street		
City:	Port Chester		
State/Country:	NEW YORK		
Postal Code:	10573		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	0795169	ALL SEASONS	
Registration Number:	0859275	INVINCIBLE	
Registration Number:	0860053	ZYLOWARE	
CORRESPONDENCE DATA			
Fax Number:	2123368001		
<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:	212-336-8000		
Email:	ptodocket@arelaw.com		
Correspondent Name:	David P. Goldberg		
Address Line 1:	Amster, Rothstein & Ebenstein LLP		
Address Line 2:	90 Park Avenue		
Address Line 4:	New York, NEW YORK 10016		
ATTORNEY DOCKET NUMBER:	98699/12		
NAME OF SUBMITTER:	David P. Goldberg		
SIGNATURE:	/David P. Goldberg/		
DATE SIGNED:	04/15/2015		
Total Attachments: 7			
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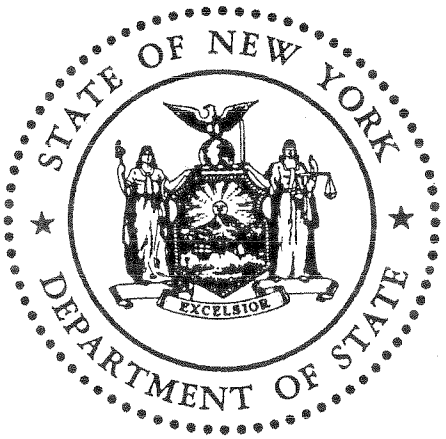
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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on April 2, 2015.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

100326000941

RESTATED CERTIFICATE OF INCORPORATION

OF

ZYLO WARE CORPORATION

(pursuant to Section 807 of the New York Business Corporation Law)

The undersigned hereby certifies and sets forth:

1. The name of the corporation is Zylo Ware Corporation (hereinafter the "Corporation").
2. The Certificate of Incorporation was filed by the Department of State of New York on January 5, 1923 (the "Original Certificate of Incorporation").
3. The Original Certificate of Incorporation is hereby amended and restated to (i) change the name of the Corporation in paragraph I from "Zylo Ware Corporation" to "ZyloWare Corporation"; (ii) delete paragraph II in its entirety regarding specific purposes for which the corporation is formed and replace it with an all purpose clause for which corporations may be organized in the State of New York; (iii) delete paragraph III in its entirety regarding the stated capital of the Corporation, which deletion does not affect the stated capital of the Corporation; (iv) delete paragraph VII in its entirety regarding the requirement that the number of directors of the corporation shall be three; (v) delete paragraph VIII in its entirety regarding the names and post office addresses of the initial directors of the Corporation; (vi) delete paragraph IX in its entirety regarding the names and addresses of the subscribers to the certificate and the number of shares of stock which each agreed to take in the Corporation; (vii) renumber paragraph IV as paragraph III; (viii) renumber paragraph V as paragraph IV; (ix) change the location of the office of the Corporation from Kings County, New York to Queens County, New York in new paragraph IV; (x) add a new paragraph V to appoint the Secretary of State of New York as the agent of the Corporation upon whom process against the Corporation may be served and to designate the address to which the Secretary of State shall mail a copy of any process against the

Corporation served upon him; (xi) add a new paragraph VI regarding liability of directors; (xii) add a new paragraph VII regarding the indemnification of officers and directors; (xiii) add a new paragraph VIII regarding provisions for the management of the Corporation, so that the Certificate of Incorporation of the Corporation shall read in its entirety, as follows:

I: The name of the Corporation is **ZyloWare Corporation** (hereinafter sometimes called the "Corporation").

II: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York (the "NYBCL"); provided, however, the Corporation shall not engage in any act or activity requiring the consent or approval of any official, department, board, agency or other body of the State of New York without such consent or approval first having been obtained.

III: The aggregate number of shares that the Corporation shall have authority to issue is One Thousand Common Shares, all of which shall have \$100.00 par value each.

IV: The office of the Corporation in the State of New York is to be located in the County of Queens.

V: The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is ZyloWare Corporation, 11-36 46th Road, Long Island City, New York 11101. ATTN: James M. Shyer, Secretary.

VI: (a) No director shall be personally liable in any respect to the Corporation or its shareholders for damages for any breach of duty in such capacity, provided, however, that this Article shall not eliminate or limit the liability of any director if a judgment or other final adjudication adverse to him establishes (i) that his acts or omissions were in bad faith or involved

intentional misconduct or a knowing violation of law, (ii) that he personally gained in fact a financial profit or other advantage to which he was not legally entitled, or (iii) that his acts violated Section 719 of the Business Corporation Law.

(b) Any repeal or modification of this Article shall not give rise to or increase the personal liability of any Director for any act or omission taking place prior to such repeal or modification, or otherwise adversely affect any right or benefit of a director existing at the time of such repeal or modification.

(c) The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the Corporation (i) for any liability which has not been eliminated by the provisions of this Article, or (ii) the cost of defending any claim the liability for which has been eliminated hereby.

VII: The Corporation may indemnify its directors and officers for acts taken or omitted to be taken on behalf of the Corporation in their capacity as directors and officers, and otherwise when serving in any capacity at the request of the Corporation, and may advance to such persons expenses incurred by the same in defending against any claims for which indemnification is provided hereunder to the fullest extent provided or permitted and subject to any conditions imposed by the laws of the State of New York from time to time in effect.

VIII: For the management of the business and for the conduct of the affairs of the Corporation, it is further provided that:

(a) any action permitted to be taken by the shareholders of the Corporation may be taken without a meeting by written consent, signed by not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted;

(b) approval of any sale, lease exchange or other disposition of all or substantially all of the assets of the Corporation in accordance with Article 6 of the NYBCL may be authorized by a majority of the votes of all outstanding shares entitled to vote thereon;

(c) none of the holders of the common shares authorized herein shall have preemptive rights in accordance with Section 622 of the NYBCL;

(d) approval of any plan of merger or consolidation in accordance with Article 9 of the NYBCL may be authorized by a majority of the votes of all outstanding shares entitled to vote thereon;

(e) approval of any plan of exchange in accordance with Section 913 of the NYBCL may be authorized by a majority of the votes of all outstanding shares entitled to vote thereon; and

(f) approval of the dissolution of the Corporation in accordance with Article 10 of the NYBCL may be authorized by a majority of the votes of all outstanding shares entitled to vote thereon.

4. This Restated Certificate of Incorporation was authorized by Unanimous Written Consent of the Shareholders, subsequent to the approval by the Board of Directors.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed this Restated Certificate of Incorporation as of the 18th day of March, 2010.

/s/Robert M. Shyer

Name: Robert M. Shyer
Title: Chairman and Chief Executive
Officer

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RESTATED CERTIFICATE OF INCORPORATION

OF

ZYLO WARE CORPORATION

Under and Pursuant to Section 807 of the Business Corporation Law
of the State of New York

2011 MAR 26 PM 3:49

FILED

Cooley Godward Kronish LLP
1114 Avenue of the Americas
46th Floor
New York, NY 10036-7798

lee
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAR 26 2010

TAXS _____
BY: lee

Customer Ref. #: ZYLOW12079

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TRADEMARK