

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM436620

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VESPER TECHNOLOGIES GROUP, LLC		07/13/2017	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	VESPER TECHNOLOGIES GROUP, INC.		
Street Address:	1621 Euclid Avenue, Floor 19		
Internal Address:	C/O Renner Otto		
City:	Cleveland		
State/Country:	OHIO		
Postal Code:	44115		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	87478231	V VESPER	
Serial Number:	87473462	V	
Serial Number:	87473453	V VESPER	
Serial Number:	87473469	VESPER	
Serial Number:	87478233	V	
CORRESPONDENCE DATA			
Fax Number:	2166216165		
<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:	216-621-1113		
Email:	eorsine@rennerotto.com		
Correspondent Name:	Nicholas J. Gingo		
Address Line 1:	1621 Euclid Avenue		
Address Line 2:	Floor 19		
Address Line 4:	Cleveland, OHIO 44115		
NAME OF SUBMITTER:	Nicholas J. Gingo		
SIGNATURE:	/Nicholas J. Gingo/		
DATE SIGNED:	07/26/2017		

OP \$140.00 87478231

Total Attachments: 6

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "VESPER TECHNOLOGIES GROUP, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "VESPER TECHNOLOGIES GROUP, LLC" TO "VESPER TECHNOLOGIES GROUP, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2017, AT 4:07 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

6419627 8100V
SR# 20175270357

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

Authentication: 202900369
Date: 07-18-17

TRADEMARK
REEL: 006116 FRAME: 0879

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE LIMITED LIABILITY COMPANY TO A
DELAWARE CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

- 1) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3) The date the Limited Liability Company was first formed is May 22, 2017.
- 4) The name of the Limited Liability Company immediately prior to filing this Vesper Technologies Group, LLC.
- 5) The name of the Corporation as set forth in the Certificate of Incorporation is Vesper Technologies Group, Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on July 13, 2017.

MIZCORP INC., a Canadian corporation

By: /s/Sam Mizrahi
Name: Sam Mizrahi
Its: President

ESOTERIC LLC, an Ohio limited liability company

By: /s/Aaron Minc
Name: Aaron Minc
Its: Managing Member

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "VESPER TECHNOLOGIES GROUP, INC." FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 2017, AT 4:07 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

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Authentication: 202900369
Date: 07-18-17

TRADEMARK
REEL: 006116 FRAME: 0881

**CERTIFICATE OF INCORPORATION
OF
VESPER TECHNOLOGIES GROUP, INC.**

FIRST: The name of the corporation is Vesper Technologies Group, Inc. (the "Corporation").

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

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The Corporation is authorized to issue one class of stock, to be designated "Common Stock," with a par value of \$0.0001 per share. The total number of shares of Common Stock that the Corporation shall have authority to issue is 20,000,000, with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations.

A. Series. 10,000,000 shares of the authorized and unissued Common Stock of the Corporation are hereby designated "**Class A Common Stock**," and 10,000,000 shares of the authorized and unissued Common Stock of the Corporation are hereby designated "**Class B Common Stock**," with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations.

B. Voting. On any matter presented to the stockholders of the Corporation for their action or consideration at any meeting of the stockholders of the Corporation (or by written consent of the stockholders in lieu of meeting), the holders of the Class A Common Stock are entitled to one vote for each share of Class A Common Stock held as of the record date for determining the stockholders entitled to vote on such matter. The Class B Common Stock shall be non-voting.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot, unless the Bylaws so provide.

SIXTH: The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

SEVENTH: The name and mailing address of the incorporator is:

Aaron Minc
28601 Chagrin Boulevard, Suite 500
Cleveland, Ohio 44122

EIGHTH: To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may hereafter be amended, a director of the Corporation shall be indemnified by the Corporation in accordance with the Bylaws and shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the foregoing provisions of this Article EIGHTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions occurring prior to, such repeal or modification.

THE UNDERSIGNED, being the incorporator named above, for the purpose of forming a corporation pursuant to the General Corporation Law of Delaware, does make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 13th day of July, 2017.

/s/Aaron Minc

Name: Aaron Minc

Title: Incorporator