

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM438571

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FXE Industries, Inc.		11/15/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Vanguard Moto Inc.		
Street Address:	Brooklyn Navy Yard, Bldg. 152		
Internal Address:	63 Flushing Ave., Unit #199		
City:	Brooklyn		
State/Country:	NEW YORK		
Postal Code:	11205		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	87224231	VANGUARD	
CORRESPONDENCE DATA			
Fax Number:	8165317545		
<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:	816 460 2503		
Email:	tiffany.schwartz@dentons.com,anita.hansen@dentons.com,trademarks.us@dentons.com		
Correspondent Name:	Tiffany L. Schwartz		
Address Line 1:	Dentons US LLP		
Address Line 2:	P. O. Box 061080		
Address Line 4:	Chicago, ILLINOIS 60606-1080		
ATTORNEY DOCKET NUMBER:	15262041-000009 (008795)		
NAME OF SUBMITTER:	Tiffany L. Schwartz		
SIGNATURE:	/tiffany l schwartz/		
DATE SIGNED:	08/09/2017		
Total Attachments: 4			
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source=Vanguard_CertificateOfAmendmentToNameOfIncorporation_SharesRedacted (2)#page2.tif			
source=Vanguard_CertificateOfAmendmentToNameOfIncorporation_SharesRedacted (2)#page3.tif			

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State of Delaware
Secretary of State
Division of Corporations
Delivered 03:03 PM 11/16/2016
FILED 03:03 PM 11/16/2016
SR 20166664023 - File Number 4527701

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
FXE INDUSTRIES INC.**

FXE INDUSTRIES INC. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

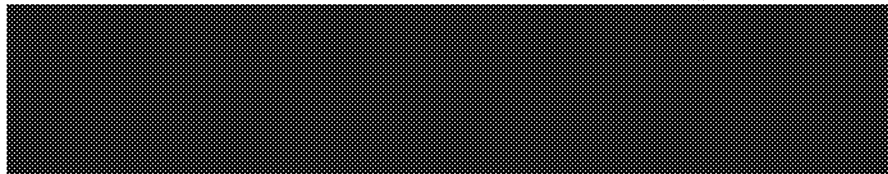
FIRST: That the Board of Directors of the Corporation by unanimous written consent duly adopted resolutions in accordance with Sections 141(f) and 242 of the General Corporation Law of the State of Delaware (the "General Corporation Law"): (i) proposing an amendment to the Amended and Restated Certificate of Incorporation of the Corporation (the "Certificate of Incorporation"), (ii) declaring such amendment to be advisable and in the best interests of the Corporation, and (iii) directing that such amendment be submitted to and considered by the stockholders of the Corporation entitled to vote thereon for approval by the affirmative vote of such stockholders. Such resolution proposed to amend the Certificate of Incorporation in the following manner:

RESOLVED, Article I, Name, of the Certificate of Incorporation be, and it hereby is, amended to read in its entirety as follows:

The name of the Corporation is Vanguard Moto Inc. (hereinafter, the "Corporation").

RESOLVED, the first paragraph of Article IV, Capital Stock, of the Certificate of Incorporation be, and it hereby is, amended to read in its entirety as follows:

The total number of shares of all classes of stock which the Corporation shall



hereby designated Class A Preferred Stock (the "Class A Preferred Stock").

The Board of Directors is expressly authorized, within the limitations and restrictions stated herein, to determine or alter for any series of Common Stock or Preferred Stock such voting powers and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors and as may be permitted by the DGCL.

TRADEMARK

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RESOLVED, Section 2 of Article IV, Capital Stock, of the Certificate of Incorporation be, and it hereby is, amended to read in its entirety as follows:

(I) Series A Common Stock. All Common Stock issued and outstanding prior to the date hereof are hereby re-designated as Series A Common Stock. Each share of Series A Common Stock shall have the same powers, rights, and privileges and shall rank equally, share ratably, and be identical in all respects as to all matters:

(A) *Dividends*. Subject to the other provisions of this Amended and Restated Certificate of Incorporation (as may be amended from time to time), holders of Series A Common Stock shall be entitled to receive equally, on a per share basis, such dividends and other distributions in cash, securities, or other property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.

(B) *Voting Rights*. At every annual or special meeting of stockholders of the Corporation, each holder of Series A Common Stock shall be entitled to cast one vote for each share of Series A Common Stock standing in such holder's name on the stock transfer records of the Corporation.

(C) *Liquidation Rights*. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the Corporation's debts, the remaining net assets of the Corporation shall be distributed among holders of shares of Series A Common Stock equally on a per share basis. A merger or consolidation of the Corporation with or into any other corporation or other entity, or a sale or conveyance of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation of the Corporation and the distribution of assets to its stockholders) shall not be deemed to be a voluntary or involuntary liquidation or dissolution or winding up of the Corporation within the meaning of this Paragraph (C).

(D) *Preemptive Rights*. No holder of Series A Common Stock shall have any preemptive rights hereunder with respect to the Series A Common Stock or any other securities of the Corporation, or to any obligations convertible (directly or indirectly) into securities of the Corporation whether now or hereafter authorized.

(E) *No Redemption*. The Series A Common Stock is not redeemable.

(II) Series B Non-Voting Common Stock. Each share of Series B Non-Voting Common Stock shall have the same powers, rights, and privileges and shall rank equally, share ratably, and be identical in all respects as to all matters:

(A) *Dividends.* Subject to the other provisions of this Amended and Restated Certificate of Incorporation (as may be amended from time to time), holders of Series B Non-Voting Common Stock shall be entitled to receive equally, on a per share basis and pari passu with the Series A Common Stock, such dividends and other distributions in cash, securities, or other property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor.

(B) *No Voting Rights.* The holders of Series B Non-Voting Common Stock shall not be entitled to any vote on any matter put before the stockholders of the Corporation for a vote or that may be required to be voted on by the stockholders of the Corporation, whether as a single class or on a class by class basis.

(C) *Liquidation Rights.* In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, after payment or provision for payment of the Corporation's debts, the remaining net assets of the Corporation shall be distributed among holders of shares of Series B Non-Voting Common Stock equally on a per share basis and pari passu with the holder of the shares of Series A Common Stock. A merger or consolidation of the Corporation with or into any other corporation or other entity, or a sale or conveyance of all or any part of the assets of the Corporation (which shall not in fact result in the liquidation of the Corporation and the distribution of assets to its stockholders) shall not be deemed to be a voluntary or involuntary liquidation or dissolution or winding up of the Corporation within the meaning of this Paragraph (C).

(D) *Preemptive Rights.* No holder of Series B Non-Voting Common Stock shall have any preemptive rights hereunder with respect to the Series B Non-Voting Common Stock or any other securities of the Corporation, or to any obligations convertible (directly or indirectly) into securities of the Corporation whether now or hereafter authorized.

(E) *No Redemption.* The Series B Non-Voting Common Stock is not redeemable.

(III) *Class A Preferred Stock.* The Board of Directors is expressly authorized to provide for the issue of all or any of the remaining unissued and undesignated shares of Class A Preferred Stock in one or more series, and to fix the number of shares and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designations, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors providing for the issuance of such shares and as may be permitted by the DOCL. The Board of Directors is also expressly authorized to increase or decrease (but not below the number of shares

of such series of Preferred Stock then outstanding) the number of shares of any series of Preferred Stock subsequent to the issue of shares of that series. In case the number of shares of any such series of Preferred Stock shall be so decreased, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

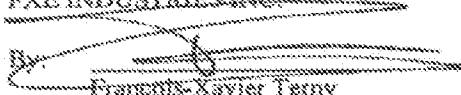
SECOND: That in lieu of a meeting and vote of the stockholders, the stockholders of the Corporation have given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law.

IN WITNESS WHEREOF, this Amendment to Certificate of Incorporation, which amends Certificate of Incorporation of the Corporation, and which has been duly adopted in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware, has been executed on behalf of FXE INDUSTRIES INC. by the undersigned officer, thereunto duly authorized, this 15th day of November, 2016.

~~FXE INDUSTRIES INC.~~

By


Francis-Xavier Terny
President