

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
NewHope Bariatrics, LLC		08/31/2006	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	NewHope Bariatrics, Inc.		
Street Address:	15720 John J. Delaney Drive		
Internal Address:	Ballantyne One, Suite 300		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28277		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78784223	NEWHOPE BARIATRICS	
CORRESPONDENCE DATA			
Fax Number:	(404)962-6785		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	404-885-3406		
Email:	trademarks@troutmansanders.com		
Correspondent Name:	Daniele E. Bourgeois		
Address Line 1:	600 Peachtree Street NE		
Address Line 2:	Bank of America Plaza, Suite 5200		
Address Line 4:	Atlanta, GEORGIA 30308-2216		
ATTORNEY DOCKET NUMBER:	36495.000005		
NAME OF SUBMITTER:	Daniele E. Bourgeois		
Signature:	/DB/		

OP \$40.00 78784223

TRADEMARK

Date:

11/15/2006

Total Attachments: 2

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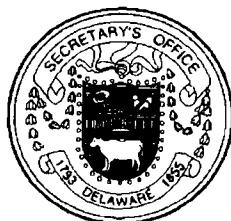
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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 "NEWHOPE BARIATRICS, LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "NEWHOPE BARIATRICS, LLC" TO "NEWHOPE BARIATRICS, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2006, AT 2:04 O'CLOCK P.M.

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



4063042 8100V

060812957

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5015990

DATE: 09-01-06

TRADEMARK
REEL: 003428 FRAME: 0292

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:19 PM 08/31/2006
FILED 02:04 PM 08/31/2006
SRV 060812957 - 4063042 FILE

**CERTIFICATE OF CONVERSION
OF
NEWHOPE BARIATRICS, LLC**

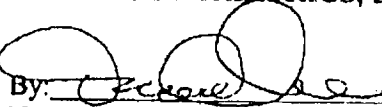
*Pursuant to Section 265 of the
General Corporation Law of the State of Delaware*

This Certificate of Conversion of **NEWHOPE BARIATRICS, LLC**, a Delaware limited liability company (the "Company"), dated this 31st day of August, 2006 is being duly executed and filed on behalf of the Company by an authorized person, to convert the Company to a corporation under the Delaware Limited Liability Company Act (*Del. Code Ann. tit. 6, § 18-216*) and the Delaware General Corporation Law (*Del. Code Ann. tit. 8, § 265*)

1. The original Certificate of Formation for the Company was filed with the Secretary of State of the State of Delaware on November 17, 2005.
2. The name of the limited liability company immediately prior to the filing of this Certificate was "NewHope Bariatrics, LLC."
3. The name of the corporation into which the Company shall be converted is "NewHope Bariatrics, Inc."
4. The conversion of the Company shall be effective upon filing this Certificate of Conversion with the Secretary of State.

IN WITNESS WHEREOF, the undersigned has executed this Certificate the day and year first written above.

NEWHOPE BARIATRICS, LLC

By: 
Name: DAVID C. CARR
Title: CEO