

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/29/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Clinical Ink, LLC		06/29/2010	LTD LIAB JT ST CO:

RECEIVING PARTY DATA

Name:	Clinical Ink, Inc.
Street Address:	100 N. Cherry Street, Suite 520
City:	Winston-Salem
State/Country:	NORTH CAROLINA
Postal Code:	27101
Entity Type:	CORPORATION: NORTH CAROLINA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Serial Number:	77598650	SURESOURCE
Serial Number:	77645361	KEEP THE PEN, NOT THE PAPER
Serial Number:	77915502	KEEP THE PEN. NOT THE PAPER.
Serial Number:	77598695	CLINICAL INK

CORRESPONDENCE DATA

Fax Number: (336)293-9030
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 336-293-9000
 Email: mmo@blancolaw.com
 Correspondent Name: Mary Margaret Ogburn
 Address Line 1: P.O. Drawer 25008
 Address Line 4: Winston-Salem, NORTH CAROLINA 27114-5008

ATTORNEY DOCKET NUMBER: 082132/1

900187435

**TRADEMARK
 REEL: 004504 FRAME: 0903**

OP \$115.00 77598650

NAME OF SUBMITTER:	Mary Margaret Ogburn
Signature:	/Mary Margaret Ogburn/
Date:	03/24/2011
Total Attachments: 8 source=Articles of Incorporation Including Articles of Conversion#page1.tif source=Articles of Incorporation Including Articles of Conversion#page2.tif source=Articles of Incorporation Including Articles of Conversion#page3.tif source=Articles of Incorporation Including Articles of Conversion#page4.tif source=Articles of Incorporation Including Articles of Conversion#page5.tif source=Articles of Incorporation Including Articles of Conversion#page6.tif source=Articles of Incorporation Including Articles of Conversion#page7.tif source=Articles of Incorporation Including Articles of Conversion#page8.tif	

State of North Carolina

Department of the Secretary of State

ARTICLES OF INCORPORATION
INCLUDING ARTICLES OF CONVERSION

Pursuant to §55-2-02 and § 55-11A-03 of the General Statutes of North Carolina, the undersigned does hereby submit these Articles of Incorporation Including Articles of Conversion ("Articles") for the purpose of forming a business corporation.

ARTICLE ONE

The name of the resulting corporation is CLINICAL INK, INC. (herein the "Corporation"). The Corporation is being formed pursuant to a conversion of another business entity.

ARTICLE TWO

The name of the converting business entity is CLINICAL INK, LLC and the organization and internal affairs of the converting business entity are governed by the laws of the state of North Carolina. A plan of conversion has been approved by the converting business entity as required by law.

ARTICLE THREE

The converting business entity is a domestic limited liability company.

ARTICLE FOUR

The total number of shares of all classes of stock which the Corporation shall have authority to issue is (i) 100,000 shares of Common Stock ("Common Stock"), and (ii) 100,000 shares of Preferred Stock, \$1,000 par value per share ("Preferred Stock"). Of the authorized shares of Common Stock, (i) 80,000 shall be voting shares designated as "Class A Common Stock," and (ii) 20,000 shall be non-voting shares designated as "Class B Common Stock." Of the authorized shares of Preferred Stock, (i) 10,000 shall be designated as "Series A Preferred Stock," and (ii) 10,000 shall be designated as "Series B Preferred Stock." The balance of the authorized shares of Preferred Stock, consisting of 80,000, shall remain undesignated, subject to further action by the Board of Directors of the Corporation ("Board").

In that regard, and pursuant to NCGS Section 55-6-02, the Board shall have the power and authority, without further shareholder action, to determine the preferences, limitations and relative rights (within the limits provided by law and these Articles) of one or more series within the class of Preferred Stock before the issuance of any shares of that series.

The preferences, limitations, and relative rights of the series of Common Stock and Preferred Stock designated above shall be as follows:

A. COMMON STOCK

1. General. Class B Common Stock shall be non-voting for all purposes. In all other respect, the rights, powers and preferences of Class A Common Stock and Class B Common Stock shall be identical. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

2. Voting. The holders of Class A Common Stock are entitled to one vote for each share of Class A Common Stock held at all meetings of stockholders (and written actions in lieu of meetings); provided, however, that, except as otherwise required by law, holders of Class A Common Stock, as such, shall not be entitled to vote on any amendment to the Articles of Incorporation that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together, to vote thereon pursuant to these Articles or pursuant to Section 55-7-21 of General Statutes of North Carolina. There shall be no cumulative voting.

B. SERIES A PREFERRED STOCK

1. General. 10,000 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Series A Preferred Stock." Rights of the holders of Series A Preferred Stock are subject to and qualified by the rights, powers and preferences of the holders of the Series B Preferred Stock set forth herein.

2. Original Purchase Price. As used herein, the term "Original Purchase Price" shall mean the sum equal to \$1,000.

3. Series A Stated Amount. As used herein, the term "Series A Stated Amount" shall mean the product equal to \$1,000 multiplied by the then number of shares of Series A Preferred Stock outstanding.

4. Dividend Rights. The Board shall determine the amount of any dividend, from time to time, available for distribution and, subject to availability, and the limitation below, the holders of shares of Series A Preferred Stock then outstanding, if any, shall be entitled to the preferential payments described in Section D below

5. Voting. The holders of Series A Preferred Stock shall vote together with the holders of Class A Common Stock and Series B Preferred Stock and not as a separate class, except as provided below or as otherwise required by law. The holders of the Series A Preferred Stock are entitled to one vote for each share of Series A Preferred Stock held by such holders at all meetings of stockholders (and written actions in lieu of meetings).

The consent of the holders of at least a majority of the outstanding Series A Preferred Stock shall be required for (i) any amendment to the Corporation's Articles or any other action that alters or changes the rights, preferences or privileges of the Series A Preferred Stock, or that increases or decreases the authorized number of Series A Preferred Stock, (ii) any action that creates a new class or series of stock having a preference or priority as to dividends or assets superior to or on a parity with that of the Series A Preferred Stock, (iii) any issuance of bonds, notes, debentures or other securities that are convertible into or exchangeable for securities of the Corporation having a preference or priority as to dividends or assets superior to or on a parity with that of the Series A Preferred Stock, (iv) any reclassification of any class or

series of stock into securities having a preference or priority as to dividends or assets superior to or on a parity with that of the Series A Preferred Stock, (v) any application of the Corporation's assets to the redemption or acquisition of any Common Stock, except from employees, officers, directors or consultants of the Corporation pursuant to standard vesting arrangements approved by the Board; (vi) declare or pay dividends or distributions on any shares of Common Stock unless authorizing similar action for holders of Series A Preferred Stock and such holders have already received aggregate distributions on account of their Series A Preferred Stock equal to the Series A Liquidation Preference (as defined herein); or (vii) any action that would result in a merger or consolidation of the Corporation (other than a merger, consolidation or other transaction into or with an entity of which the holders of Common and Series A Preferred Stock in the Corporation own in excess of 50% of the voting power.)

6. Conversion. Each holder of Series A Preferred Stock shall have the right to convert all or any part of such holder's Series A Preferred Stock into Common Stock at any time up to and including the consummation of a Change in Control Transaction (as defined herein), but in all events prior to the making of any Liquidating Distributions pursuant to Section E below. Each share of Series A Preferred Stock shall be convertible into one share of Class A Common Stock.

7. Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series A Preferred Stock not previously converted and then outstanding, if any, shall be entitled to the preferential payments described in Section E below.

C. SERIES B PREFERRED STOCK

1. General. 10,000 shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Series B Preferred Stock" with the following rights, preferences, powers, privileges and restrictions, qualifications and limitations.

2. Original Purchase Price. As used herein, the term "Original Purchase Price" shall mean the sum equal to \$1,000.

3. Series B Stated Amount. As used herein, the term "Series B Stated Amount" shall mean the product equal to \$1,000 multiplied by the then number of shares of Series B Preferred Stock outstanding.

4. Dividend Distributions. The Board shall determine the amount of any dividend, from time to time, available for distribution and, subject to availability, and the limitation below, the holders of shares of Series B Preferred Stock then outstanding, if any, shall be entitled to the preferential payments described in Section D below.

5. Voting. The holders of Series B Preferred Stock shall vote together with the holders of Series A Preferred Stock and Class A Common Stock and not as a separate class, except as provided below or as otherwise required by law. The holders of Series B Preferred Stock are entitled to one vote for each share of Series B Preferred Stock held by such holders at all meetings of stockholders (and written actions in lieu of meetings).

The consent of the holders of at least a majority of the outstanding Series B Preferred Stock shall be required for: (i) any amendment to the Corporation's Articles, or any repeal of any provision thereof or addition thereto, or any other action that alters or changes the rights, preferences or privileges of the Series B Preferred Stock, or that increases or decreases the authorized number of Series B Preferred

Stock; (ii) any action that creates a new class or series of stock, or reclassifies any existing class or series, having a preference or priority as to dividends or assets superior to or on a parity with that of the Series B Preferred Stock; (iii) any issuance of bonds, notes, debentures or other securities that are convertible into or exchangeable for securities of the Corporation having a preference or priority as to dividends or assets superior to or on a parity with that of the Series B Preferred Stock; (iv) any reclassification of any class or series of stock into securities having a preference or priority as to dividends or assets superior to or on a parity with that of the Series A Preferred Stock; (v) any application of the Corporation's assets to the redemption or acquisition of any Common Stock, except from employees, officers, directors or consultants of the Corporation pursuant to standard vesting arrangements approved by the Corporation Board; (vi) declare or pay dividends or distributions on any shares of Common Stock unless authorizing similar action for holders of Series B Preferred Stock and such holders have already received aggregate distributions on account of their Series B Preferred Stock equal to the Series B Liquidation Preference (as defined herein); or (vii) any action that would result in a merger or consolidation of the Corporation (other than a merger, consolidation or other transaction into or with an entity of which the holders of Common and Preferred Stock in the Corporation own in excess of 50% of the voting power.)

6. Conversion. Each holder of Series B Preferred Stock shall have the right to convert all or any part of such holder's Series B Preferred Stock into Common Stock at any time up to and including the consummation of a Change in Control Transaction, but in all events prior to the making of any Liquidating Distributions pursuant to Section E below. Each share of Series B Preferred Stock shall be convertible into one share of Class A Common Stock.

7. Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Series B Preferred Stock not previously converted and then outstanding shall be entitled to the preferential payments described in Section E below.

D. DIVIDEND DISTRIBUTIONS

The Board shall determine the amount of any dividend, from time to time, available for distribution and, subject to availability, and the limitation below, shall apply and distribute same among the stockholders in the order set forth below:

i. Holders of Series B Preferred Stock then outstanding shall first receive distributions of dividends, on a pro rata basis, until the aggregate amount of such distributions received by each Series B Preferred Stockholder equals the product of (i) \$1,000 and (ii) the number of shares of Series B Preferred Stock held by such stockholder (the "Series B Dividend Preference").

ii. Holders of Series A Preferred Stock then outstanding shall next receive distributions of dividends until the aggregate amount of such distributions received by each Series A Preferred Stockholder equals the product of (i) \$1,000 and (ii) the number of shares of Series A Preferred Stock held by such stockholder (the "Series A Dividend Preference").

iii. After payment of the Dividend Preferences to the Series A and Series B stockholders, the holders of Preferred and Common Stock shall share ratably in any further distributions of operating dividends.

As used herein, the distributions described in this Section D specifically exclude distributions made to stockholders in liquidation of the Corporation pursuant to Section E below.

E. LIQUIDATION, DISSOLUTION OR WINDING UP.

In the event of any liquidation, dissolution or winding up of the Corporation (a "Liquidating Event"), the proceeds from such liquidation, dissolution or winding up ("Liquidation Proceeds") shall be shared among the stockholders as follows:

i. Holders of Series B Preferred Stock not previously converted and then outstanding shall first receive, on a pro rata basis, a distribution of all such liquidating proceeds up to an amount equal to the Series B Stated Amount less the aggregate amount of dividend distributions made to the holders of Series B Preferred Stock pursuant to Section D above (the "Series B Liquidation Preference").

ii. Holders of Series A Preferred Stock not previously converted and then outstanding shall next receive, on a pro rata basis, a distribution of all such liquidating proceeds up to an amount equal to the Series A Stated Amount less the aggregate amount of dividend distributions made to the holders of Series A Preferred Stock pursuant to Section D (the "Series A Liquidation Preference").

iii. After payment of the Liquidation Preferences to the Series A and Series B stockholders as prescribed, if any, the holders of Preferred and Common Stock shall share ratably in the distribution of all remaining Liquidation Proceeds up until the point at which each holder of Series A and Series B Preferred Stock has received an aggregate distribution equal to three (3) times the Original Purchase Price for such holder's Preferred Stock. In no event shall a holder of Preferred Stock receive more than three times the Original Purchase Price for his or her Preferred Shares as a result of these ratable distributions (which, for clarity purposes, are in addition to the Series A and Series B Liquidation Preferences described above).

iv. After distribution of the amounts described in subsections i-iii of this Section E above, or in the event all Preferred Stock has been previously converted, all remaining Liquidation Proceeds shall be shared ratably by the holders of Common Stock.

ARTICLE FIVE

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Statutes of North Carolina or any other law of the State of North Carolina is amended after approval by the stockholders of this Article Five to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Statutes of North Carolina as so amended.

Any repeal or modification of the foregoing provisions of this Article Five 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 of such director occurring prior to, such repeal or modification.

ARTICLE SIX

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other Persons to which the General Statutes of North Carolina permits the Corporation to provide

indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 55-8-51 of the General Statutes of North Carolina.

Any amendment, repeal or modification of the foregoing provisions of this Article Six shall not adversely affect any right or protection of any director, officer or other agent 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 of such director, officer or other agent occurring prior to, such amendment, repeal or modification.

ARTICLE SEVEN

For purposes of these Articles, the term "Change in Control Transaction" shall mean:

- (i) the acquisition (in a single or series of related transactions) by any individual, entity or group ("Person"), of beneficial ownership of fifty percent (50%) or more of the then outstanding aggregate shares of Class A Common Stock, Series A Preferred Stock and Series B Preferred Stock, as a group (collectively the "Voting Shares"), of the Corporation provided however, that the following acquisitions shall not constitute a Change in Control Transaction: (1) any acquisition directly from the Corporation; or (2) any acquisition by any Person pursuant to a reorganization, merger or consolidation, if, following such reorganization, merger or consolidation, more than 50% of the then-outstanding Voting Shares of the entity resulting from such reorganization, merger or consolidation is then beneficially owned, directly or indirectly, by all or substantially all of the individuals and entities who were the beneficial owners of the Voting Shares immediately prior to such reorganization, merger, or consolidation in substantially the same proportions as their ownership, immediately prior to such reorganization, merger or consolidation of the Voting Shares; or
- (ii) (A) the approval by the stockholders of the Corporation of a complete liquidation or dissolution of the Corporation, or (B) the first to occur of (1) the sale or other disposition (in one transaction or a series of related transactions) of all or substantially all of the assets of the Corporation; or (2) the approval by the stockholders of the Corporation of such sale or disposition, other than any such sale or disposition to a company, with respect to which immediately thereafter, more than 50% of the then-outstanding shares is then beneficially owned, directly or indirectly, by all or substantially all of the individuals and entities who were the beneficial owners of the Voting Shares immediately prior to such sale or other disposition in substantially the same proportion as their ownership, immediately prior to such sale or other disposition.

ARTICLE EIGHT

The street address and county of the initial registered office of the Corporation is:

1076 West Fourth Street, Suite 100
Winston-Salem, Forsyth County, NC 27101

ARTICLE NINE

The name of the initial registered agent is:

James D. Wall, Esq.

ARTICLE TEN

The street address and county of the principal office of the Corporation is:

6101 Seward Road
Pfafftown, Forsyth County, NC 27040

ARTICLE ELEVEN

The name and address of each incorporator is as follows:

Douglas E. Pierce, Jr.
6101 Seward Road
Pfafftown, Forsyth County, NC 27040

ARTICLE TWELVE

These Articles will be effective upon filing.

[Separate Signature Page to Follow]

This the 28th day of June, 2010.



Douglas E. Pierce, Incorporator