

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
Brown Medical Industries, Inc.		12/28/2011	CORPORATION: IOWA

RECEIVING PARTY DATA

Name:	Brownmed, Inc.
Street Address:	1300 Lundberg Drive West
City:	Spirit Lake
State/Country:	IOWA
Postal Code:	51360
Entity Type:	CORPORATION: IOWA

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Serial Number:	85495160	BROWNMED
Registration Number:	2500142	ERGOBEADS
Registration Number:	2302110	HAPPINECK
Registration Number:	2779610	HEEL HUGGER
Registration Number:	2432719	IMAK
Registration Number:	2771727	N'ICE STRETCH
Registration Number:	2094434	PIL-O-SPLINT
Registration Number:	1672521	PLASTALUME
Registration Number:	4015735	RELIEVE YOUR PAIN, RENEW YOUR LIFE
Registration Number:	3733770	SATIN HEELS
Serial Number:	85409898	SEAL TIGHT
Registration Number:	1978488	SEALED ICE
Registration Number:	1676669	SEAL-TIGHT B
Registration Number:	2257849	SMART GLOVE

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**TRADEMARK
 REEL: 004701 FRAME: 0445**

Registration Number:	2682771	SPIRIT BALL
Registration Number:	3054560	STAY DRY WHILE GETTING WET!
Registration Number:	2759007	STEADY STEP
Serial Number:	85398740	STEADY STRIDER
Registration Number:	4019459	STRETCHIN' THE NIGHT AWAY
Registration Number:	3512054	THE EASY, DURABLE WAY TO STAY DRY
Registration Number:	4019461	WAKE UP BETTER
Registration Number:	2104300	WRISTIMER
Registration Number:	2104301	WRISTIMER PM

CORRESPONDENCE DATA

Fax Number: (515)288-1338

Phone: 515-288-3667

Email: patatty@ipmvs.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: McKee, Voorhees & Sease, PLC

Address Line 1: 801 Grand Avenue

Address Line 2: Suite 3200

Address Line 4: Des Moines, IOWA 50309-2721

NAME OF SUBMITTER:

Edmund J. Sease

Signature:

/Edmund J. Sease/

Date:

01/20/2012

Total Attachments: 5

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2nd RESTATED ARTICLES OF INCORPORATION
OF
BROWN MEDICAL INDUSTRIES, INC.

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

Pursuant to Section 1007 of the Iowa Business Corporation Act, the undersigned corporation adopts the following 2nd Restated Articles of Incorporation.

1. The name of the corporation is changed to Brownmed, Inc.
2. The following represents the text of the Corporation's 2nd Restated Articles of Incorporation:

ARTICLE I.

The corporation shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Iowa Business Corporation Act.

ARTICLE II.

Section 1. The aggregate number of shares of stock which the Corporation is authorized to issue is Two Hundred Thousand (200,000) shares of common stock, divided into two (2) classes, with respect to which the designation of each class, the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Class A Common	100,000	\$1.00
Class B Common	100,000	\$1.00

The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class of stock are as set forth in the following subsections of this Article II(1).

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(a) Voting Rights and Notice. At all meetings of Shareholders, each Shareholder shall be entitled to one (1) vote for each share of Class A common stock held by him, which vote may be cast by the Shareholder in person or by proxy. The holders of Class A common shares issued and outstanding, except where otherwise provided by law or by these Restated Articles of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power, and the holders of Class B common shares shall not be entitled to any notice of Shareholders' meeting and shall not be entitled to vote at any Shareholders' meeting, except where otherwise provided by law.

(b) Dividends. Dividends may be paid on the Class A and Class B common shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding Class A shares and Class B shares without distinction according to their respective shares, that is to say, share and share alike.

(c) Liquidation. In the event of the voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the holders of the Class A and Class B common shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding Class A shares and Class B shares without distinction according to their respective shares, that is to say, share and share alike.

Section 2. No shareholder shall have any preemptive right to acquire unissued shares of the corporation.

Section 3. The Bylaws may contain provisions restricting the transfer of the stock of the Corporation. No shareholder shall sell, assign, transfer, dispose of or encumber any shares of stock in violation of any condition stated in the Bylaws.

Section 4. The Corporation shall have a first lien upon the shares of any shareholder for any debt or liability owing by such shareholder to the Corporation.

ARTICLE III.

The address of the registered office of the corporation in the State of Iowa is 481 South Eighth Avenue East, Hartley, IA 51346, and the name of its registered agent at such address is Ivan E. Brown.-

ARTICLE IV.

The officers of the corporation shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such assistant officers as shall be named by the Board of Directors.

ARTICLE V.

All conveyances, mortgages and leases made by the corporation shall be executed by the President or a Vice President, and shall be countersigned or attested by the Secretary or an Assistant Secretary, and all releases of mortgages, liens, judgments or other claims that are required by law to be made of record may be executed by any Officer of the Corporation. This Corporation shall not have a Corporate Seal.

ARTICLE VI.

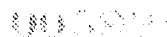
A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for (i) any breach of the director's duty of loyalty to the Corporation or its shareholders, or (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) any transaction from which the director derives improper personal benefit, or (iv) under Section 833 of the Iowa Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any affect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If Iowa law is hereafter changed to permit further elimination or limitation of the liability of the directors for monetary damages to the Corporation or its shareholders, then the liability of a director of this Corporation shall be eliminated or limited to the full extent then permitted.

ARTICLE VII

This Corporation shall indemnify a director of this Corporation, and each director of this Corporation who is serving or has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorney fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such director or person relating to his conduct as a director of this Corporation, or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a director's duty of loyalty to the corporation or its shareholders, or (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or (iii) for any transaction from which the director derived an improper personal benefit, or (iv) under Section 833 of the Iowa Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the corporation, or in any such case where such director shall be adjudged liable to the corporation.

Any indemnification provided for in this Article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director is proper in the circumstances because the director had met the applicable standard of conduct set forth in this Article above. Such determination shall be made: (a) by the directors who were not parties to such action, suit, or proceeding; or (b) by special legal counsel, selected by the Board of Directors by vote as set forth in (a) above, or, if the requisite quorum of the full Board cannot be obtained therefor, by a majority vote of the full Board, in which selection directors who are parties may participate, or (c) by the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding shall not be voted on the determination.

3. The duly adopted 2nd Restated Articles of Incorporation supersede the original Articles of Incorporation and all Amendments to them.
4. The 2nd Restated Articles of Incorporation amend the Articles of Incorporation only by changing the name of the corporation from Brown Medical, Inc. to Brownmed, Inc. The 2nd Restated Articles of Incorporation were approved by the shareholders. The designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the 2nd Restated Articles of Incorporation, and the number of



votes in each voting group indisputably represented at the meeting is as follows:

<u>Designation of Group</u>	<u>Shares Outstanding</u>	<u>Votes Entitled to Be Cast on Restated Articles</u>	<u>Votes Represented at Meeting</u>
Common	221	221	221

The total number of undisputed votes cast for the 2nd Restated Articles of Incorporation by each voting group was:

<u>Voting Group</u>	<u>Votes For</u>
Common	221

The number of votes cast for the 2nd Restated Articles of Incorporation by each voting group was sufficient for approval by that voting group.

5. The effective date and time of this document is the date and time this document is filed with the Office of the Iowa Secretary of State.

BROWN MEDICAL INDUSTRIES, INC.

By: 
Ivan E. Brown, President

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SECRETARY OF STATE
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