

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
ACCUVEIN LLC		07/27/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	ACCUVEIN INC.		
Street Address:	P.O. Box 1303		
City:	Huntington		
State/Country:	NEW YORK		
Postal Code:	11743		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3565545	ACCUVEIN	
CORRESPONDENCE DATA			
Fax Number:	(631)249-4508		
Phone:	631-249-7500		
Email:	torourke@bodnerorourke.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Thomas A. O'Rourke		
Address Line 1:	425 Broadhollow Road		
Address Line 2:	Suite 120		
Address Line 4:	Melville, NEW YORK 11747		
NAME OF SUBMITTER:	Thomas A. O'Rourke		
Signature:	/Thomas A. O'Rourke/		
Date:	01/27/2012		
Total Attachments: 3 source=22 - Certificate of Conversion#page1.tif source=22 - Certificate of Conversion#page2.tif source=Del SOS - Certifying Conversion of AccuVein - 7 Sept 2011#page1.tif			

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PAGE 1

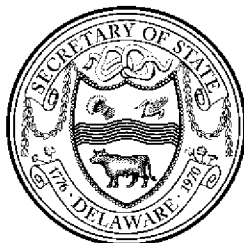
The First State

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 "ACCUVEIN LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "ACCUVEIN LLC" TO "ACCUVEIN INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2011, AT 9:43 O'CLOCK A.M.


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

4084356 8100V

110861286



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8929012

DATE: 07-27-11

TRADEMARK
REEL: 004705 FRAME: 0924

**CERTIFICATE OF CONVERSION
OF
ACCUVEIN LLC INTO ACCUVEIN INC.**

This Certificate of Conversion of AccuVein LLC into AccuVein Inc. is being executed by the undersigned for the purpose of converting a limited liability company existing pursuant to the Delaware Limited Liability Company Act into a corporation pursuant to the Delaware General Corporation Law.


1. The jurisdiction in which the existing limited liability company (the "*LLC*") was first created, incorporated, formed or otherwise came into being is the State of Delaware. The date on which the LLC was first created, incorporated, formed or otherwise came into being is January 2, 2006, pursuant to a Certificate of Formation that was filed with the Delaware Secretary of State on December 27, 2005.

2. The name of the LLC immediately prior to the filing of this Certificate of Conversion is: AccuVein LLC.

3. The name of the corporation into which the limited liability company is being converted (the "*Corporation*"), as set forth in its Certificate of Incorporation filed in accordance with subsection (b) of Section 265 of the Delaware General Corporation Law, is: AccuVein Inc.

4. The LLC has issued and outstanding 778,500 Class A limited liability company membership Units, 4,050,000 Class B limited liability company membership Units, 977,850 Class C limited liability company membership Units, and 5,806,350 Class D limited liability company membership Units. As a result of the conversion of the LLC into the Corporation, (a) each issued and outstanding Class A, Class B and Class C limited liability company membership Unit of the LLC shall be converted into one (1.0) share of common stock, par value \$0.0001 per share, of the Corporation, and (b) each issued and outstanding Class D limited liability company membership Unit of the LLC shall be converted into one and six thousand three hundred thirty-seven one hundred thousandths (1.06337) shares of the Series A Convertible Preferred Stock (for a total of 6,174,297 shares), par value \$0.0001 per share, of the Corporation.

The undersigned, an authorized person of the Corporation, has caused this Certificate of Conversion to be duly executed as of July 27, 2011.



Ron Goldman, Chief Executive Officer

DC-08

Delaware

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PAGE 1

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY "ACCUVEIN LLC" TO A DELAWARE CORPORATION OF "ACCUVEIN INC.", WAS FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2011, AT 9:43 O'CLOCK A.M.

4084356 8317

110983243

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



msb
Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9012357

DATE: 09-07-11

TRADEMARK

REEL: 004705 FRAME: 0926

RECORDED: 01/27/2012