

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MDX Medical, LLC		09/24/2008	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	MDX Medical, Inc.		
Street Address:	210 Clay Street		
City:	Lyndhurst		
State/Country:	NEW JERSEY		
Postal Code:	07071		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3612937	VITALS	
CORRESPONDENCE DATA			
Fax Number:	2126436500		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212-643-7000		
Email:	pto@sillscummis.com		
Correspondent Name:	Sills Cummis & Gross P.C.		
Address Line 1:	30 Rockefeller Plaza		
Address Line 2:	29th Floor, IP Dept., Docketing		
Address Line 4:	New York, NEW YORK 10112		
ATTORNEY DOCKET NUMBER:	10030008.000017		
NAME OF SUBMITTER:	Edward Longobardi		
Signature:	/Edward Longobardi/		

CH \$40.00 3612937

Date:

04/25/2012

Total Attachments: 3

source=MDX Medical LLC Certificate of Conversion#page1.tif

source=MDX Medical LLC Certificate of Conversion#page2.tif

source=MDX Medical LLC Certificate of Conversion#page3.tif

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 "MDX MEDICAL, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "MDX MEDICAL, LLC" TO "MDX MEDICAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF SEPTEMBER, A.D. 2008, AT 1:11 O'CLOCK P.M. A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4170635 8100V

080982221

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6871658

DATE: 09-24-08

TRADEMARK
REEL: 004764 FRAME: 0015

CERTIFICATE OF CONVERSION

of

**MDX MEDICAL, LLC,
a Delaware limited liability company**

converting to

**MDX MEDICAL, INC.,
a Delaware corporation**

(Pursuant to Section 265 of the General Corporation Law of the State of Delaware)

MDX Medical, LLC, a limited liability company organized and existing under and by virtue of the Limited Liability Act of the State of Delaware, does hereby certify:

FIRST: That MDX Medical, LLC was originally formed on June 6, 2006 in the State of Delaware.

SECOND: That the name of the limited liability company immediately prior to the filing of this Certificate is MDX Medical, LLC.

THIRD: That MDX Medical, LLC does now desire to convert from a limited liability company to a corporation, pursuant to Section 265 of the General Corporation Law of the State of Delaware, to be named MDX Medical, Inc., as set forth in the Certificate of Incorporation filed with the Secretary of State of the State of Delaware contemporaneously herewith.

FOURTH: That, immediately upon the filing of (a) this Certificate of Conversion, and (b) the Certificate of Incorporation of MDX Medical, Inc. with the Office of the Secretary of State of the State of Delaware, (i) each outstanding Class A Unit of MDX Medical, LLC, and all rights in respect thereof, shall, without any further action on the part of anyone, be canceled and extinguished and be converted into and represent the right to receive from MDX Medical, Inc., one (1) share of common stock, par value \$0.0001 per share, (ii) except as set forth in clause (iii) below, each outstanding Class C Unit of MDX Medical, LLC, and all rights in respect thereof, shall, without any further action on the part of anyone, be canceled and extinguished and be converted into and represent the right to receive from MDX Medical, Inc., one (1) share of Series A-1 Preferred Stock, par value \$0.0001 per share, and (iii) all accrued dividends on the Class C Units of MDX Medical, LLC held by Vitals Medical Investment, LLC only, which were paid in kind in additional Class C Units of MDX Medical, LLC, and all rights in respect thereof, shall, without any further action on the part of anyone, be canceled and extinguished and be converted into and represent the right to receive from MDX Medical, Inc., one (1) share of Series A-2 Preferred Stock, par value \$0.0001 per share. No other cash, shares, securities or obligations will be distributed or issued upon conversion of the units of MDX Medical, LLC.

IN WITNESS WHEREOF, MDX Medical, LLC has caused this Certificate of Conversion to be executed as of the 24th day of September, 2008.

MDX MEDICAL, LLC

/s/Mitchel Rothschild

Mitchel Rothschild
Authorized Person