

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT			
NATURE OF CONVEYANCE:	MERGER			
EFFECTIVE DATE:	08/22/2012			
CONVEYING PARTY DATA				
	Name	Formerly	Execution Date	Entity Type
	Rubicor Medical, LLC		08/22/2012	LIMITED LIABILITY COMPANY: VIRGIN ISLANDS
RECEIVING PARTY DATA				
Name:	Encapsule Medical, LLC			
Street Address:	444 Townsend Street			
Internal Address:	Suite 5			
City:	San Francisco			
State/Country:	CALIFORNIA			
Postal Code:	94107			
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE			
PROPERTY NUMBERS Total: 4				
	Property Type	Number	Word Mark	
	Registration Number:	3415291	FLASH	
	Registration Number:	3415292	PHANTOM	
	Registration Number:	3005925	ENCAPSULE STEREO	
	Registration Number:	2887819	ENCAPSULE PRECISE	
CORRESPONDENCE DATA				
Fax Number:	3035714321			
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	303-571-4000			
Email:	denverteas@kilpatricktownsend.com			
Correspondent Name:	Kilpatrick Townsend & Stockton LLP			
Address Line 1:	1400 Wewatta Street			
Address Line 2:	Suite 600			

OP \$115.00 3415291

Address Line 4: Denver, COLORADO 80202

ATTORNEY DOCKET NUMBER: 93012-792428,792366

NAME OF SUBMITTER: Ian L. Saffer

Signature: /Ian L. Saffer/

Date: 10/15/2012

Total Attachments: 7

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"RUBICOR MEDICAL, LLC", A VIRGIN ISLANDS, U.S. LIMITED LIABILITY COMPANY,


WITH AND INTO "ENCAPSULE MEDICAL, LLC" UNDER THE NAME OF "ENCAPSULE MEDICAL, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF AUGUST, A.D. 2012, AT 6:08 O'CLOCK P.M.

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9798762

DATE: 08-22-12

TRADEMARK
REEL: 004881 FRAME: 0083

State of Delaware
Certificate of Merger of a Foreign Limited Liability Company
into a Domestic Limited Liability Company

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act:

FIRST: The name of the surviving Limited Liability Company is Encapsule Medical, LLC, a Delaware limited liability company.

SECOND: The name of the Limited Liability Company being merged into this surviving Limited Liability Company is Rubicor Medical, LLC. The jurisdiction in which this Limited Liability Company was formed is the United States Virgin Islands.

THIRD: The Agreement and Plan of Merger has been approved and executed by both Limited Liability Companies.

FOURTH: Pursuant to the Agreement and Plan of Merger, the merger will become effective upon the filing of this Certificate with the Secretary of State of the State of Delaware.

FIFTH: The executed Agreement and Plan of Merger is on file at 444 Townsend Street, Suite 5, San Francisco, California, 94107, the principal place of business of the surviving Limited Liability Company.


SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person this 22nd day of August, 2012.

Encapsule Medical, LLC,
a Delaware limited liability company

By: **Rubicor Medical, LLC**, its Sole Member

By: **Medical Partners Management Services LLC**,
its Manager

By: 
Name: Michael C. Bailey
Title: Sole Member

**United States Virgin Islands
Articles of Merger of a Limited Liability Company
into a Foreign Limited Liability Company**

Pursuant to Section 1905 of the Uniform Limited Liability Company Act of the United States Virgin Islands:

FIRST: The name of the surviving limited liability company is Encapsule Medical, LLC, a limited liability company organized under the laws of the State of Delaware (the "Surviving LLC"). The Certificate of Formation for the Surviving LLC was filed with the State of Delaware on July 2, 2012. The Surviving LLC has not filed an application for authority with the office of the Lieutenant Governor of the United States Virgin Islands.

SECOND: The name of the limited liability company being merged into the Surviving LLC is Rubicor Medical, LLC, a limited liability company organized under the laws of the United States Virgin Islands (the "Disappearing LLC"). The Articles of Organization for the Disappearing LLC were filed with the Lieutenant Governor of the United States Virgin Islands on March 8, 2010 and amended and restated on February 27, 2012.

THIRD: The Agreement and Plan of Merger has been approved and executed by both the Surviving LLC and the Disappearing LLC.

FOURTH: The name of the Surviving LLC is Encapsule Medical, LLC. Its principal place of business will be located at 444 Townsend Street, Suite 5, San Francisco, California, 94107.

FIFTH: Pursuant to the Agreement and Plan of Merger, the merger will become effective upon the filing of this Certificate with the Lieutenant Governor of the United States Virgin Islands.

SIXTH: The Certificate of Formation of the Surviving LLC upon the effective time of the merger shall be the Certificate of Formation of the Surviving LLC in effect immediately prior to the merger.

SEVENTH: The name and address of the registered agent of the Surviving LLC in the United States Virgin Islands shall be:

George H.T. Dudley
Dudley, Topper and Feuerzeig, LLP
1000 Frederiksberg Gade
St. Thomas, VI 00802-6736

EIGHTH: The executed Agreement and Plan of Merger is on file at 444 Townsend Street, Suite 5, San Francisco, California, 94107, the principal place of business of the Surviving LLC.

[Signature page follows]

IN WITNESS WHEREOF, each of the undersigned has caused this certificate to be signed by an authorized person this 22nd day of August, 2012.

DISAPPEARING LLC:

Rubicor Medical, LLC,
a U.S. Virgin Islands limited liability company

By: **Medical Partners Management Services LLC,** its
Manager

By: *[Signature]*
Name: Michael C. Bailey
Title: Sole Member

SURVIVING LLC:

Encapsule Medical, LLC,
a Delaware limited liability company

By: **Rubicor Medical, LLC,**
its Sole Member

By: **Medical Partners Management Services LLC,**
its Manager
By: *[Signature]*
Name: Michael C. Bailey
Title: Sole Member

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CORPORATIONS ST

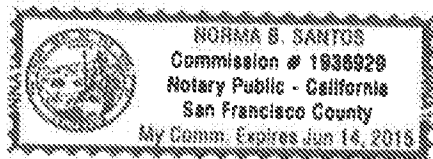
State of California
County of San Francisco

On August 21, 2012 before me, Norma B. Santos, Notary Public, personally appeared Michael C. Bailey, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

Witness my hand and official seal.

Norma B. Santos
Norma B. Santos
Notary Public
My commission expires June 14, 2015



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AGREEMENT AND PLAN OF MERGER

Merging

RUBICOR MEDICAL, LLC,
a United States Virgin Islands Limited Liability Company

with and into

ENCAPSULE MEDICAL, LLC,
a Delaware Limited Liability Company

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into as of August 10, 2012, by and between Rubicor Medical, LLC, a limited liability company organized under the laws of the United States Virgin Islands (the "Disappearing LLC"), and Encapsule Medical, LLC, a limited liability company organized under the laws of the state of Delaware (the "Surviving LLC"), as approved by the respective Managers and Members of each of said limited liability companies.

FIRST: Effective upon the filing of (i) the Certificate of Merger, to be filed by the Surviving LLC with the Secretary of State of the State of Delaware, and (ii) the Articles of Merger, to be filed by the Disappearing LLC with the Office of the Lieutenant Governor of the United States Virgin Islands (the date and time of the later of such filings, the "Effective Time"), the Disappearing LLC shall be merged with and into the Surviving LLC (the "Merger").

SECOND: The separate existence of the Disappearing LLC shall cease at the Effective Time of the Merger and the Surviving LLC shall continue as the surviving limited liability company after the Merger subject to the terms of this Agreement and the applicable provisions of the Limited Liability Company Act of the State of Delaware (the "Act"). At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the Act. Without limiting the generality of the foregoing, at the Effective Time, except as otherwise provided herein, the Surviving LLC shall possess all of the rights, privileges, powers and franchises of the Disappearing LLC, and all property and other assets belonging to the Disappearing LLC shall be vested in the Surviving LLC, and all debts, liabilities and duties of the Disappearing LLC shall become the debts, liabilities and duties of the Surviving LLC.

THIRD: The Surviving LLC shall continue its existence under its present name, Encapsule Medical, LLC, pursuant to the provisions of the laws of the State of Delaware. The principal place of business of the Surviving LLC shall be located at 444 Townsend Street, Suite 5, San Francisco, California, 94107.

FOURTH: The Certificate of Formation of the Surviving LLC upon the Effective Time shall be the Certificate of Formation of the Surviving LLC in effect immediately prior to the Merger and shall continue in full force and effect until amended or changed in the manner prescribed by the Act.

FIFTH: The operating agreement of the Surviving LLC upon the Effective Time shall be in the form attached hereto as Exhibit A ("Operating Agreement"), which Operating

Agreement shall replace and supercede any operating agreement in effect prior to the Merger for either the Surviving LLC or the Disappearing LLC. The Operating Agreement shall continue in full force and effect until amended or changed in the manner prescribed in the Operating Agreement and the Act. The officers of the Surviving LLC upon the Effective Time shall be the officers of the Disappearing LLC in place immediately prior to the Merger. The Board of Managers of the Surviving LLC shall be as provided in the Operating Agreement.

SIXTH: At the Effective Time, the members of the Disappearing LLC shall become the members of the Surviving LLC and their interests as members of the Disappearing LLC shall be converted into interests of the Surviving LLC on a pro rata basis. All of the rights, preferences and privileges of the members of the Surviving LLC will be set forth in the Operating Agreement of the Surviving LLC.

SEVENTH: Each of the Disappearing LLC and the Surviving LLC hereby agrees that it will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the United States Virgin Islands or the State of Delaware, and that it will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

EIGHTH: This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to conflict of laws principles.

NINTH: This Agreement may be executed in any number of counterparts, and each counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

[signature page follows]

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first written above.

DISAPPEARING LLC:

Rubicor Medical, LLC, a United States Virgin Islands limited liability company

By: **Medical Partners Management Services LLC**, its Manager

By: *Michael C. Bailey*
Name: Michael C. Bailey
Title: Sole Member

SURVIVING LLC:

Encapsule Medical, LLC, a Delaware limited liability company

By: **Rubicor Medical, LLC**, its Sole Member

By: **Medical Partners Management Services LLC**, its Manager

By: *Michael C. Bailey*
Name: Michael C. Bailey
Title: Sole Member

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