

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/26/2013

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Lynx Medical Systems, Inc.		08/26/2013	CORPORATION: WASHINGTON

RECEIVING PARTY DATA

Name:	Lynx Medical Systems, LLC (f/k/a New Lynx Medical Systems, LLC)
Street Address:	15325 SE 30th Place
Internal Address:	Suite 200
City:	Bellevue
State/Country:	WASHINGTON
Postal Code:	98007
Entity Type:	CORPORATION: WASHINGTON

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	3434256	C/POINT
Registration Number:	3777108	DELIVERING RESULTS IN REVENUE MANAGEMENT
Registration Number:	3347952	DRIVING VALUE IN EMERGENCY MEDICINE
Registration Number:	3347953	DRIVING VALUE IN EMERGENCY MEDICINE
Registration Number:	3434087	E/CODE
Registration Number:	3443778	E/MAP
Registration Number:	3434086	E/POINT
Registration Number:	4160568	I/POINT
Serial Number:	77139127	LYNX
Serial Number:	77169772	LYNX
Serial Number:	77139974	LYNX
Serial Number:	77139964	LYNX

CH \$365.00 3434256

Serial Number:	77165791	LYNX LINES
Registration Number:	3706443	LYNXMARK

CORRESPONDENCE DATA

Fax Number: 6123408827
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 612-492-6842
Email: ip.docket@dorsey.com
Correspondent Name: Jeffrey R. Cadwell, DORSEY & WHITNEY LLP
Address Line 1: 50 South Sixth Street
Address Line 2: Suite 1500
Address Line 4: Minneapolis, MINNESOTA 55402-1498

ATTORNEY DOCKET NUMBER:	M241919
NAME OF SUBMITTER:	Jeffrey R. Cadwell
Signature:	/Jeffrey R. Cadwell/
Date:	10/07/2013

Total Attachments: 9
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UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Kim Wyman**, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

certificate that the attached is a true and correct copy of

ARTICLES OF MERGER

of

NEW LYNX MEDICAL SYSTEMS, LLC

Changing name to: LYNX MEDICAL SYSTEMS, LLC

as filed in this office on August 26, 2013.

Date: August 28, 2013



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

TRADEMARK

REEL: 005126 FRAME: 0234

FILED

AUG 26 2013

08/26/13 2481237-
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bid: 2594317


WA SECRETARY OF STATE **ARTICLES OF MERGER**
NEW LYNX MEDICAL SYSTEMS, LLC
and
LYNX MEDICAL SYSTEMS, INC.

Pursuant to RCW 23B.11.090 and RCW 25.15.405, the following Articles of Merger are executed for the purpose of merging Lynx Medical Systems, Inc., a Washington corporation (the "Disappearing Corporation"), into New Lynx Medical Systems, LLC, a Washington limited liability company (the "Surviving Company").

1. The Agreement and Plan of Merger is attached hereto as Exhibit A.
2. The Agreement and Plan of Merger was duly approved by the sole shareholder of the Disappearing Corporation pursuant to RCW 23B.11.030.
3. The Agreement and Plan of Merger was duly approved by the sole member of the Surviving Company pursuant to RCW 25.15.400.
4. The merger shall be effective upon the filing of these Articles of Merger.

Dated: August 26, 2013

NEW LYNX MEDICAL SYSTEMS, LLC

By: 
Name: William J. Miller
Title: CEO and President

AGREEMENT AND PLAN OF MERGER
OF
LYNX MEDICAL SYSTEMS, INC.
WITH AND INTO
NEW LYNX MEDICAL SYSTEMS, LLC

This Agreement and Plan of Merger (this "**Agreement**") is made and entered by and between Lynx Medical Systems, Inc., a Washington corporation (the "**Corporation**") and New Lynx Medical Systems, LLC, a Washington limited liability company (the "**LLC**"), as of the 26th day of August, 2013.

WHEREAS, the board of directors of the Corporation and the board of managers of the LLC have, by resolutions duly adopted, determined that a merger of the Corporation with and into the LLC (the "**Merger**"), in accordance with the terms of this Agreement and the applicable provisions of the Washington Business Corporation Act (the "**WBCA**") and the Washington Limited Liability Company Act ("**WLLCA**") is in the best interests of each such party and its sole shareholder or sole member, as applicable; and

WHEREAS, Optum Rocket, Inc., a Delaware corporation and the sole shareholder of the Corporation and the sole member of the LLC has approved and adopted the terms of this Agreement and Plan of Merger; and

WHEREAS, this Agreement is intended to be and is adopted as a plan of liquidation within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, the parties hereto agree as follows:

1. Merger. The Merger shall take effect in accordance with the plan of merger attached hereto as Appendix I (the "**Plan of Merger**") and incorporated into this Agreement.

2. Governing Law. The internal law, and not the law of conflicts, of the State of Washington will govern all questions concerning the construction, validity, and interpretation of this Agreement and the performance of the obligations imposed by this Agreement.

3. Assignment. This Agreement and all of the provisions hereof will be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, except that neither this Agreement nor any of the rights, interests, or obligations hereunder may be assigned by any party hereto without the prior written consent of the other party hereto.

4. Amendment and Waiver. The parties may, by written agreement waive compliance or modify, amend, or supplement any of the covenants or agreements contained in this Agreement.

5. Notices. All notices, requests, demands, and other communications hereunder shall be in writing and shall be deemed to have been duly given if delivered by hand, or mailed by first

class mail, return receipt requested, or when receipt is acknowledged by return telecopy if telecopied, to the address appearing on the corporate record of each of the parties hereto (or to such other address as a party may designate by notice to the others).


6. Counterparts. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.


[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day and year first above written.

LYNX MEDICAL SYSTEMS, INC.

NEW LYNX MEDICAL SYSTEMS, LLC

By: 
Name: William J. Miller
Title: CEO and President

By: 
Name: William J. Miller
Title: CEO and President

[Signature Page to Agreement and Plan of Merger: Lynx Medical Systems into New Lynx Medical Systems (WA)]

**PLAN OF MERGER
OF
LYNX MEDICAL SYSTEMS, INC.
WITH AND INTO
NEW LYNX MEDICAL SYSTEMS, LLC**

1. Upon the Effective Date (as defined in Section 4 hereof), pursuant to the provisions of RCW 23B.11.080 and RCW 25.15.395, Lynx Medical Systems, Inc., a Washington corporation (the "**Corporation**"), shall merge with and into New Lynx Medical Systems, LLC (the "**LLC**"), a Washington limited liability company (the "**Merger**").

2. The separate existence of the Corporation shall cease upon the Effective Date of the Merger pursuant to the provisions of the Washington Business Corporation Act and the LLC shall continue its existence as the surviving entity pursuant to the provisions of the Washington Limited Liability Company Act and the Washington Business Corporation Act.

3. The Certificate of Formation of the LLC shall be the certificate of formation of the surviving entity.

4. The effective date of the Merger shall be August 26, 2013 (the "Effective Date").

5. Upon the Effective Date of the Merger, all outstanding shares of each class and series of stock of the Corporation shall be cancelled and no membership interests of the LLC shall be issued in lieu thereof.

6. Upon the Effective Date, the name of the LLC shall be Lynx Medical Systems, LLC.

7. The Board of Directors of the Corporation, Board of Managers of the LLC and proper officers of the Corporation and the LLC are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

I, **Kim Wyman**, Secretary of State of the State of Washington and custodian of its seal,
hereby issue this

certificate that the attached is a true and correct copy of

CERTIFICATE OF FORMATION

of

NEW LYNX MEDICAL SYSTEMS, LLC

as filed in this office on August 15, 2013.

Date: August 28, 2013



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Kim Wyman, Secretary of State

TRADEMARK

REEL: 005126 FRAME: 0240

08/15/13 2474800-001
\$230.00 K
tid: 2588292

Page 1 of 2



SOS

Office of the Secretary of State
Corporations & Charities Division

Limited Liability Company
See attached detailed instructions

- Filing Fee \$180.00
- Filing Fee with Expedited Service \$230.00

This Box For Office Use Only

FILED
SECRETARY OF STATE
AUG 15 2013
STATE OF WASHINGTON

UBI Number: 603 325 695

CERTIFICATE OF FORMATION

Chapter 25.15 RCW

ARTICLE 1

NAME OF LIMITED LIABILITY COMPANY:

New Lynx Medical Systems, LLC

(Must contain one of the following designations: Limited Liability Company, Limited Liability Co or one of these abbreviations: L.L.C. or LLC. If the designation is omitted, it will default to LLC when processed)

ARTICLE 2

ADDRESS OF THE PRINCIPAL PLACE OF BUSINESS:

Street Address 15325 SE 30th Place, Suite 200 City Bellevue State WA Zip 98007
 PO Box _____ City _____ State _____ Zip _____

ARTICLE 3

EFFECTIVE DATE OF FORMATION: *(Please check one of the following)*

- Upon filing by the Secretary of State
- Specific Date: _____ *(Specified effective date must be within 90 days AFTER the Certificate of Formation has been filed by the Office of the Secretary of State)*

ARTICLE 4

TENURE: *(Please check one of the following and indicate the date if applicable)*

- Perpetual existence
- Specific term of existence _____ *(Number of years or date of termination)*

ARTICLE 5

THE LIMITED LIABILITY COMPANY IS MANAGED BY: Members or Managers
(see instructions)

ARTICLE 6

NAME AND ADDRESS OF THE WASHINGTON STATE REGISTERED AGENT:

Name: CT Corporation System

Physical Location Address (required):

505 Union Avenue SE, Suite 120

City Olympia State WA Zip Code 98501

Mailing or Postal Address (optional):

City State Zip Code

CONSENT TO SERVE AS REGISTERED AGENT:

I consent to serve as Registered Agent in the State of Washington for the above named Limited Liability Company. I understand it will be my responsibility to accept Service of Process on behalf of the Limited Liability Company; to forward mail to the Limited Liability Company; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

X By: Michele Miller Assistant Secretary 08/15/13
Signature of Registered Agent Printed Name Date

ARTICLE 7

NAME, ADDRESS AND SIGNATURE OF EACH EXECUTOR:
(If necessary, attach additional names, addresses and signatures)

Name: Deborah L. Vigdal

Address: 50 South Sixth Street, Suite 1500 City Minneapolis State MN Zip Code 55402

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X Deborah L. Vigdal Deborah L. Vigdal 08/15/13 (612) 340-2693
Signature of Executor Printed Name Date Phone

Name:

Address: City State Zip Code

This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.

X
Signature of Executor Printed Name Date Phone