

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
PACIFIC DENTAL SERVICES, INC.		03/28/2013	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	PACIFIC DENTAL SERVICES, LLC
Street Address:	17000 RED HILL AVENUE
City:	IRVINE
State/Country:	CALIFORNIA
Postal Code:	92614
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 33**

Property Type	Number	Word Mark
Registration Number:	2812716	PACIFIC DENTAL SERVICES
Registration Number:	3199851	PERFECT PATIENT EXPERIENCE
Registration Number:	3416527	PDS
Registration Number:	2988762	PDSI
Registration Number:	3061738	
Registration Number:	3094703	PACIFIC DENTAL SERVICES BRAND MISSION WE
Registration Number:	3203262	PPE
Registration Number:	3462854	T.I.D.E.
Registration Number:	3433787	THE SMILE GENERATION
Registration Number:	3433789	SMILES DENTISTRY & ORTHODONTICS
Registration Number:	3596992	
Registration Number:	3690929	
Registration Number:	3750965	REAL SMILES
Registration Number:	3690940	BE A SMILE HERO

OP \$840.00 2812716

**TRADEMARK**

Registration Number:	3750969	MY KID'S DENTIST
Registration Number:	3891664	MY SMILE DENTAL PLAN
Registration Number:	3888389	SMILE
Registration Number:	3888398	RIGHT FIT
Registration Number:	3891661	MY KID'S DENTIST
Registration Number:	3891663	SMILE GENERATION FINANCIAL
Registration Number:	4017442	EVERY KID'S DENTIST
Registration Number:	4017443	EVERY KID'S DENTIST
Registration Number:	4078422	SMILEGENERATION.COM
Registration Number:	4223577	PRIVATE PRACTICE +
Registration Number:	4315153	FROM BABY TEETH TO BRACES
Registration Number:	4315154	LITTLE MOUTHS ARE A BIG DEAL
Registration Number:	4326203	
Serial Number:	76710664	
Registration Number:	4299621	
Registration Number:	4211914	MY KID'S DENTIST & ORTHODONTICS
Registration Number:	4211913	EVERY KID'S DENTIST & ORTHODONTICS
Registration Number:	4462753	SHARE A SMILE
Registration Number:	4469956	LEADERS IN DENTISTRY CONFERENCE

**CORRESPONDENCE DATA**

Fax Number: 9497241139  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 9497241255  
Email: usptofilings@russoandduckworth.com  
Correspondent Name: RUSSO & DUCKWORTH , LLP  
Address Line 1: 9090 IRVINE CENTER DRIVE, SECOND FLOOR  
Address Line 4: IRVINE, CALIFORNIA 92618

NAME OF SUBMITTER:	David G. Duckworth
Signature:	/David G. Duckworth/
Date:	02/03/2014

Total Attachments: 4  
source=ConversionDocs#page1.tif  
source=ConversionDocs#page2.tif  
source=ConversionDocs#page3.tif  
source=ConversionDocs#page4.tif

LLC-1A

File # 201308610297



State of California Secretary of State

1950694 out

Limited Liability Company Articles of Organization - Conversion

FILED Secretary of State State of California

MAR 27 2013

This Space For Filing Use Only

IMPORTANT - Read all instructions before completing this form.

Converted Entity Information

1. Name of Limited Liability Company (End the name with the words "Limited Liability Company," or the abbreviations "LLC" or "L.L.C." The words "Limited" and "Company" may be abbreviated to "Ltd." and "Co.," respectively.)

Pacific Dental Services, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the Beverly-Killea Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):

[X] One Manager

[ ] More Than One Manager

[ ] All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company

2860 Michelle Drive, Second Floor

City Irvine State CA Zip Code 92606

5. Initial Mailing Address of Limited Liability Company, if different from Item 4

City State Zip Code

6. Name of Initial Agent For Service of Process (Item 6: Enter the name of the agent for service of process. The agent may be an individual residing in California or a corporation that has filed a certificate pursuant to California Corporations Code section 1505. Item 7: If the agent is an individual, enter the agent's business or residential street address in CA. Do not list the address if the agent is a corporation. Item 8: If the converting entity is a CA limited partnership, enter the mailing address of the agent, if different from Item 7, or if the agent is a corporation.)

Jennifer Bryant

7. If an individual, Street Address of Agent for Service of Process in CA

2860 Michelle Drive, Second Floor

City Irvine State CA Zip Code 92606

8. Mailing Address of Agent for Service of Process

City State Zip Code

Converting Entity Information

9. Name of Converting Entity

Pacific Dental Services, Inc.

10. Form of Entity

corporation

11. Jurisdiction

California

12. CA Secretary of State File Number, if any

1950694

13. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, provide the following for each class:

The class and number of outstanding interests entitled to vote.

AND

The percentage vote required of each class.

186,389 shares of common stock

majority

Additional Information

14. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

15. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person

Stephen E. Thorne, IV, President

Type or Print Name and Title of Authorized Person

Signature of Authorized Person

Stephen E. Thorne, IV, Secretary

Type or Print Name and Title of Authorized Person

APPROVED BY SECRETARY OF STATE



State of California  
Secretary of State

Certificate of Conversion

CONV-1A File # 201308610297

**FILED** *dr/lela*  
Secretary of State  
State of California

*lcc* **MAR 28 2013**

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. NAME OF CONVERTED ENTITY Pacific Dental Services, LLC			
2. FORM OF ENTITY limited liability company		3. JURISDICTION Delaware	
4. MAILING ADDRESS OF CHIEF EXECUTIVE OFFICE		CITY	STATE ZIP CODE
5. STREET ADDRESS OF CHIEF EXECUTIVE OFFICE		CITY	STATE ZIP CODE
6. STREET ADDRESS OF THE CALIFORNIA OFFICE, IF ANY		CITY	STATE ZIP CODE CA
7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS		CITY	STATE ZIP CODE

Converting Entity Information

8. NAME OF CONVERTING ENTITY Pacific Dental Services, LLC		
9. FORM OF ENTITY limited liability company	10. JURISDICTION California	11. CA SECRETARY OF STATE FILE NUMBER, IF ANY 201308610297

12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

186,389 units of membership interest majority

Additional Information

13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

March 28, 2013

DATE

*[Signature]*  
SIGNATURE OF AUTHORIZED PERSON

Stephen E. Thorne, IV, President of  
Pacific Dental Services Holding Company,  
Inc., Sole Manager of Pacific Dental  
Services, LLC

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

(DE Filing - CA LLC to DE LLC)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:40 AM 03/28/2013  
FILED 11:40 AM 03/28/2013  
SRV 130371025 - 5311290 FILE

**CERTIFICATE OF CONVERSION**

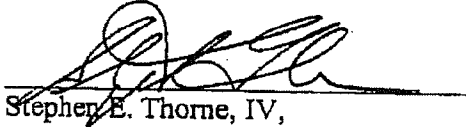
**Pacific Dental Services, LLC, a California limited liability company,  
to  
Pacific Dental Services, LLC, a Delaware limited liability company**

1. The name of the business entity prior to conversion is Pacific Dental Services, LLC.
2. Prior to conversion the business entity is a California limited liability company.
3. The business entity was first formed in California on October 17, 1995.
4. The name of the business entity after conversion, as set forth in its Certificate of Formation, is Pacific Dental Services, LLC.
5. After conversion the business entity is a Delaware limited liability company.

Date: March 28, 2013

PACIFIC DENTAL SERVICES, LLC,  
a California limited liability company

By: \_\_\_\_\_

  
Stephen E. Thorne, IV,  
its President

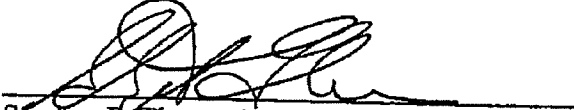
(DE Certificate of Formation of DE LLC)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:40 AM 03/28/2013  
FILED 11:40 AM 03/28/2013  
SRV 130371025 - 5311290 FILE

**CERTIFICATE OF FORMATION**  
**OF**  
**PACIFIC DENTAL SERVICES, LLC**

1. The name of the limited liability company (the "Company") is Pacific Dental Services, LLC.
2. The address of the Company's registered office in the State of Delaware is 160 Greentree Drive, Suite 101, Dover, Delaware 19904, County of Kent, and the name of its registered agent at that address is National Registered Agents, Inc.

The undersigned authorized person has executed this Certificate of Formation as of March 28, 2013.

  
\_\_\_\_\_  
Stephen B. Thorne, IV, Authorized Person