

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | | | |
|---|-------------------------------------|----------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CONVERSION | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| RX PRO HEALTH, INC. | | 12/20/2013 | CORPORATION: COLORADO |
| RECEIVING PARTY DATA | | | |
| Name: | RX PRO HEALTH, LLC | | |
| Street Address: | 12400 HIGH BLUFF DRIVE, SUITE 100 | | |
| City: | SAN DIEGO | | |
| State/Country: | CALIFORNIA | | |
| Postal Code: | 92130 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: COLORADO | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3442324 | RX PRO HEALTH | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 8586785099 | | |
| <i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i> | | | |
| Phone: | (858) 678-5070 | | |
| Email: | tmdoctc@fr.com | | |
| Correspondent Name: | Fish & Richardson P.C. | | |
| Address Line 1: | P.O. Box 1022 | | |
| Address Line 4: | Minneapolis, MINNESOTA 55440-1022 | | |
| ATTORNEY DOCKET NUMBER: | 16908-0098001 | | |
| NAME OF SUBMITTER: | Lisa M. Martens | | |
| Signature: | /lisa m martens/ | | |
| Date: | 02/20/2014 | | |

CH \$40.00 3442324

Total Attachments: 9

source=Conversion#page1.tif

source=Conversion#page2.tif

source=Conversion#page3.tif

source=Conversion#page4.tif

source=Conversion#page5.tif

source=Conversion#page6.tif

source=Conversion#page7.tif

source=Conversion#page8.tif

source=Conversion#page9.tif



Colorado Secretary of State
 Date and Time: 12/20/2013 12:15 PM
 ID Number: 20031145133
 Document number: 20131723686
 Amount Paid: \$100.00

Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change.
 For more information or to print copies
 of filed documents, visit www.sos.state.co.us.

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Conversion

filed pursuant to § 7-90-201.7 (3) of the Colorado Revised Statutes (C.R.S.)

1. For the converting entity, its ID number (if applicable), entity name or true name, form of entity, jurisdiction under the law of which it is formed, and principal address are

| | | | |
|--|--|-----------------------------------|-----------------------------------|
| ID number | 20031145133 <i>(Colorado Secretary of State ID number)</i> | | |
| Entity name or true name | Rx Pro Health, Inc. | | |
| Form of entity | Corporation | | |
| Jurisdiction | Colorado | | |
| Street address | 12400 High Bluff Dr. <i>(Street number and name)</i> | | |
| | Ste 100 | | |
| | San Diego <i>(City)</i> | CA <i>(State)</i> | 92130 <i>(ZIP/Postal Code)</i> |
| | <i>(Province – if applicable)</i> | United States <i>(Country)</i> | |
| Mailing address (leave blank if same as street address) | 12400 High Bluff Drive <i>(Street number and name or Post Office Box information)</i> | | |
| | Ste. 100, Attn: Legal | | |
| | San Diego <i>(City)</i> | CA <i>(State)</i> | 92130 <i>(ZIP/Postal Code)</i> |
| | <i>(Province – if applicable)</i> | United States <i>(Country)</i> | |

2. The entity name of the resulting entity is Rx Pro Health, LLC
(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)
3. The converting entity has been converted into the resulting entity pursuant to section 7-90-201.7, C.R.S.
4. *(If applicable, adopt the following statement by marking the box and include an attachment.)*
 This document contains additional information as provided by law.
5. *(Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)*

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are _____
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

6. The true name and mailing address of the individual causing this document to be delivered for filing are

| | | | |
|--|----------------|--------------------------|-----------------|
| Jackson | Denise | L | |
| <i>(Last)</i> | <i>(First)</i> | <i>(Middle)</i> | <i>(Suffix)</i> |
| 12400 High Bluff Dr. | | | |
| <i>(Street number and name or Post Office Box information)</i> | | | |
| Ste. 100 | | | |
| <hr/> | | | |
| San Diego | CA | 92130 | |
| <i>(City)</i> | <i>(State)</i> | <i>(ZIP/Postal Code)</i> | |
| United States | | | |
| <i>(Province -- if applicable)</i> | | <i>(Country)</i> | |

(If applicable, adopt the following statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).



Colorado Secretary of State
 Date and Time: 12/20/2013 12:15 PM
 ID Number: 20031145133
 Document number: 20131723686
 Amount Paid: \$100.00

Document must be filed electronically.
 Paper documents are not accepted.
 Fees & forms are subject to change.
 For more information or to print copies
 of filed documents, visit www.sos.state.co.us.

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Organization

filed pursuant to § 7-80-203 and § 7-80-204 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name of the limited liability company is

Rx Pro Health, LLC

(The name of a limited liability company must contain the term or abbreviation "limited liability company", "ld. liability company", "limited liability co.", "ld. liability co.", "limited", "LLc.", "llc", or "Ltd.". See §7-90-601, C.R.S.)

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the limited liability company's initial principal office is

Street address

12400 High Bluff Dr.

(Street number and name)

Ste 100

San Diego

(City)

CA

(State)

92130

(ZIP/Postal Code)

United States

(Country)

(Province -- if applicable)

Mailing address

(leave blank if same as street address)

12400 High Bluff Drive

(Street number and name or Post Office Box information)

Ste. 100; Attn: Legal

San Diego

(City)

CA

(State)

92130

(ZIP/Postal Code)

United States

(Country)

(Province -- if applicable)

3. The registered agent name and registered agent address of the limited liability company's initial registered agent are

Name

(if an individual)

(Last)

(First)

(Middle)

(Suffix)

or

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Corporation Service Company

Street address

1560 Broadway

(Street number and name)

Suite 2090

Denver

(City)

CO

(State)

80202

(ZIP Code)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City) CO (State) _____ (ZIP Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent has consented to being so appointed.

4. The true name and mailing address of the person forming the limited liability company are

Name
(if an individual) Jackson Denise L
(Last) (First) (Middle) (Suffix)

or

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Mailing address 12400 High Bluff Dr.
(Street number and name or Post Office Box information)
Ste. 100
San Diego CA 92130
(City) (State) (ZIP/Postal Code)
United States
(Province -- if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The limited liability company has one or more additional persons forming the limited liability company and the name and mailing address of each such person are stated in an attachment.

5. The management of the limited liability company is vested in

(Mark the applicable box.)

one or more managers.

or

the members.

6. (The following statement is adopted by marking the box.)

There is at least one member of the limited liability company.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

| | | | |
|--|------------------|--------------------------|-----------------|
| Jackson | Denise | L | |
| <i>(Last)</i> | <i>(First)</i> | <i>(Middle)</i> | <i>(Suffix)</i> |
| 12400 High Bluff Dr. | | | |
| <i>(Street number and name or Post Office Box information)</i> | | | |
| Ste. 100 | | | |
| <i>(Street number and name or Post Office Box information)</i> | | | |
| San Diego | CA | 92130 | |
| <i>(City)</i> | <i>(State)</i> | <i>(ZIP/Postal Code)</i> | |
| | United States | | |
| <i>(Province – if applicable)</i> | <i>(Country)</i> | | |

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).

RX PRO HEALTH, INC.

PLAN OF CONVERSION OF
Rx PRO HEALTH, INC. INTO
Rx PRO HEALTH, LLC

PLAN OF CONVERSION ("Plan") of Rx Pro Health, Inc., a Colorado corporation (the "Corporation"), into Rx Pro Health, LLC, a Colorado limited liability company (the "LLC").

ARTICLE I
THE CONVERSION

1.1 Definition. For purposes of this Plan, "Conversion" shall mean the conversion of the Corporation into the LLC.

1.2 Surviving Entity. In accordance with the provisions of this Plan of Conversion and Sections 7-90-201 and 7-90-202, et seq. of the Colorado Revised Statutes (the "C.R.S."), on the Effective Date (as defined in Section 1.6 below), the Corporation shall be converted into the LLC. On the Effective Date, the corporate form of organization of the Corporation shall cease and the Corporation shall continue in existence as the LLC. The LLC shall succeed, to the fullest extent permitted by law, to all of the rights, assets, liabilities, and obligations of the Corporation.

1.3 Articles of Organization. The Limited Liability Company Articles of Organization - Conversion (the "Articles of Organization") of the LLC shall be filed with the Colorado Secretary of State pursuant to the C.R.S. The full text of the Articles of Organization, as they will be in effect immediately after consummation of the conversion are attached hereto as Exhibit 1.3.

1.4 Operating Agreement. The Operating Agreement of the LLC shall govern the LLC and its membership interests and shall replace any Bylaws of the Corporation. The full text of the Operating Agreement, as will be in effect immediately after consummation of the conversion and execution thereof by the member and managers, is attached hereto as Exhibit 1.4.

1.5 Member of LLC. The sole shareholder of the Corporation immediately prior to the Effective Date shall be the sole member of the LLC.

1.6 Effective Date. Upon the terms and subject to the conditions hereof, the officers of the Corporation will cause the Conversion to be consummated by filing the Articles of Organization with the Colorado Secretary of State in such form as required by, and executed in accordance with, the Act. The effective date of the Conversion shall be December 20, 2013 (the "Effective Date").

**ARTICLE II
CONVERSION OF INTERESTS**

By virtue of the Conversion, the sole shareholder's shares in the Corporation shall be converted into a percentage membership interest in the LLC. Below is the name of the sole shareholder of the Corporation immediately before the Conversion who shall become the sole member of the LLC immediately after the Conversion, its shares in the Corporation immediately before the Conversion, and its membership interest in the LLC immediately after the Conversion:

| Shareholder | Shares | LLC Membership Interest |
|----------------------|-------------------------------|-------------------------|
| Pharmacy Choice, LLC | 1,000,000 Shares Common Stock | 100% |


**ARTICLE III
CORPORATION APPROVAL**

This Plan has been adopted and approved, in accordance with the C.R.S., by all of the directors and the sole shareholder of the Corporation, effective as of the 20th day of December, 2013.

BOARD OF DIRECTORS:



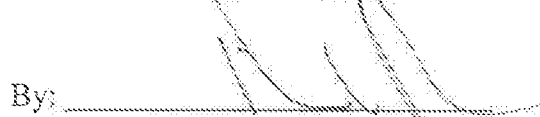
Susan R. Salka



Denise L. Jackson

SOLE SHAREHOLDER:

PHARMACY CHOICE, LLC

By: 

Name: Denise L. Jackson
Title: Senior Vice President, General
Counsel and Secretary

State of Colorado
Department of the Secretary of State

ARTICLES OF ORGANIZATION INCLUDING
ARTICLES OF CONVERSION

Pursuant to Sections 7-90-201 and 7-90-202, et seq., of the Colorado Revised Statutes (the "C.R.S.") of the 2001 Colorado Corporations and Associations Act, the undersigned converting business entity does hereby submit these Articles of Organization Including Articles of Conversion for the purpose of converting a domestic corporation into a domestic limited liability company.

1. The name of the limited liability company is **Rx Pro Health, LLC**. The limited liability company ("Company") is being established pursuant to a conversion of another business entity.
2. The name of the converting business entity is **Rx Pro Health, Inc.** and the organization and internal affairs of the converting business entity are governed by the laws of the State of Colorado. A plan of conversion has been approved by the converting business entity as required by law.
3. The converting business entity is a domestic corporation.
4. There shall be no limit on the duration of the Company.
5. The name and address of the person executing these Articles of Organization is as follows:

Denise L. Jackson, Organizer
12400 High Bluff Drive
San Diego, California 92130

6. The street address and county of the initial registered office of the Company is:

1560 Broadway, Suite 2090
Denver, CO 80202
Denver County
7. The name of the initial registered agent is: Corporation Service Company
8. The street address, mailing address and county of the principal office of the Company is:

12400 High Bluff Drive
San Diego, California 92130
San Diego County

9. The Company shall be member-managed. All members by virtue of their status as members shall be managers of the Company.

10. The Company shall indemnify its members, managers and executives to the fullest extent permitted by Sections 7-90-201 and 7-90-202, et seq., of the C.R.S. of the 2001 Colorado Corporations and Associations Act.

11. These Articles of Organization will be effective at noon on December 20, 2013.

This is the 20th day of December, 2013.



Denise L. Jackson, Organizer