

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM322644

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	09/02/2014

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Cognigen Corporation		09/02/2014	CORPORATION: NEW YORK

**NEWLY MERGED ENTITY DATA**

Name	Execution Date	Entity Type
Cognigen Acquisition, Inc.	09/02/2014	CORPORATION: DELAWARE

**MERGED ENTITY'S NEW NAME (RECEIVING PARTY)**

<b>Name:</b>	Cognigen Corporation
<b>Street Address:</b>	42505 10TH STREET W
<b>City:</b>	LANCASTER
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	93534
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
<b>Registration Number:</b>	3147060	COGNIGEN
<b>Registration Number:</b>	2514960	
<b>Registration Number:</b>	2550495	COGNIGEN
<b>Registration Number:</b>	2338965	PERSPECTIVE HYPERTEXT DATA ANALYSIS MAPP

**CORRESPONDENCE DATA**

Fax Number: 7166260366

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 716-626-1564

Email: esimpson@idealawyers.com

Correspondent Name: Ellen S. Simpson

Address Line 1: 5555 Main Street

Address Line 4: Williamsville, NEW YORK 14221

<b>ATTORNEY DOCKET NUMBER:</b>	COGA103US
<b>NAME OF SUBMITTER:</b>	Ellen S. Simpson

TRADEMARK

<b>SIGNATURE:</b>	/Ellen S. Simpson/
<b>DATE SIGNED:</b>	11/09/2014
<b>Total Attachments: 6</b> source=Certificate of Merger#page1.tif source=Certificate of Merger#page2.tif source=Certificate of Merger#page3.tif source=Certificate of Merger#page4.tif source=Certificate of Merger#page5.tif source=Certificate of Merger#page6.tif	

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**CERTIFICATE OF MERGER  
 OF  
 COGNIGEN CORPORATION  
 (a New York corporation)  
 INTO  
 COGNIGEN ACQUISITION, INC.  
 (a Delaware corporation)**

**Under Section 907 of the Business Corporation Law**

It is hereby certified, upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The name of the foreign constituent corporation which is to be the surviving corporation is Cognigen Acquisition, Inc. (the "*Surviving Corporation*"). The jurisdiction of the Surviving Corporation's incorporation is the State of Delaware. The name of the domestic constituent corporation which is being merged into the Surviving Corporation is Cognigen Corporation (the "*Merged Corporation*"). The jurisdiction of the Merged Corporation's incorporation is the State of New York, and the Merged Corporation was originally incorporated in the State of New York under the name Pharmaceutical Outcomes Research, Inc.

SECOND: The name of the surviving corporation is Cognigen Acquisition, Inc.

THIRD: As to each constituent corporation, the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote, and the specification of each class and series entitled to vote as a class, are as follows:

Cognigen Acquisition, Inc.			
<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
Common Stock	1,000	Common Stock	Common Stock
Cognigen Corporation			
<u>Designation of each outstanding class and series of shares</u>	<u>Number of outstanding shares of each class</u>	<u>Designation of class and series entitled to vote</u>	<u>Classes and series entitled to vote as a class</u>
Common Stock	100	Common Stock	Common Stock

FOURTH: The merger herein certified was authorized in respect of the Merged Corporation by the unanimous written consent of all of the directors of the Merged Corporation followed by the unanimous written consent of all shareholders of the Merged Corporation. The merger herein certified was authorized in respect of the Surviving Corporation by the unanimous written consent of all of the directors of the Surviving Corporation followed by the unanimous written consent of the sole shareholder of the Surviving Corporation.

FIFTH: The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the surviving corporation and is in compliance with said laws.

SIXTH: The jurisdiction and date of incorporation of the surviving corporation and the date when its application for authority to do business in New York was filed with the Department of State are as follows:

<u>Name of Surviving Corporation</u>	<u>Jurisdiction of Incorporation</u>	<u>Date of Incorporation</u>	<u>Date of Filing of Application of Authority</u>
Cognigen Acquisition, Inc.	Delaware	June 26, 2014	June 30, 2014

SEVENTH: The date the certificate of incorporation for each constituent domestic corporation was filed is as follows:

<u>Constituent Domestic Corporation</u>	<u>Date Certificate of Incorporation Filed</u>
Cognigen Corporation	November 17, 1992

EIGHTH: The Surviving Corporation agrees that it may be served with process in this state in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or any foreign corporation, previously amenable to suit in this state, which is a constituent corporation in the merger herein being certified, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the Surviving Corporation.

NINTH: The Surviving Corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the Merged Corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

TENTH: The Surviving Corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address without the State of New York to which said Secretary of State shall mail a copy of any process against the Surviving Corporation served upon him is 42505 10th Street W, Lancaster, CA 93534-7059.

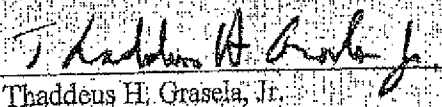
ELEVENTH: The constituent domestic corporation hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by the constituent domestic corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of merger has been filed by the constituent domestic corporation. The said

report, if estimated, is subject to amendment. The surviving foreign corporation agrees that it will within thirty days after the filing of the certificate of merger file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to said Department of Taxation and Finance by the constituent domestic corporation.

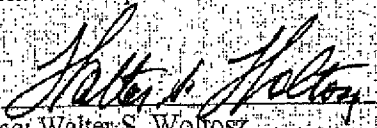
[Signature Page Follows]

IN WITNESS WHEREOF, this certificate has been subscribed as of this 2nd day of September 2014.

Cognigen Corporation,  
a New York corporation

By:   
Name: Thaddeus H. Grasele, Jr.  
Title: President

Cognigen Acquisition, Inc.,  
a Delaware corporation

By:   
Name: Walter S. Wolfosz  
Title: Chief Executive Officer

**CERTIFICATE OF MERGER**

**OF**

**COGNIGEN CORPORATION**  
(a New York corporation)

**WITH AND INTO**

**COGNIGEN ACQUISITION, INC.**  
(a Delaware corporation)

**Pursuant to Title 8, Section 252 of the  
General Corporation Law of the State of Delaware**

The undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Cognigen Acquisition, Inc., a Delaware corporation, and the name of the corporation being merged into the surviving corporation is Cognigen Corporation, a New York corporation.

**SECOND:** The Agreement and Plan of Merger, dated as of July 23, 2014 (the "**Agreement of Merger**"), providing for the merger of Cognigen Corporation with and into Cognigen Acquisition, Inc. (the "**Merger**") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Title 8, Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is Cognigen Acquisition, Inc., a Delaware corporation (the "**Surviving Corporation**").

**FOURTH:** The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation. At the effective time of the Merger, Article I of the Certificate of Incorporation of the Surviving Corporation shall be amended to read as follows:

**"ARTICLE I.**

The name of the corporation is Cognigen Corporation."

**FIFTH:** The authorized capital stock and par value of the non-Delaware corporation is Twenty Thousand (20,000) shares, par value \$1.00 per share.

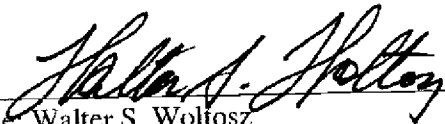
**SIXTH:** The Merger shall become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

**SEVENTH:** The Agreement of Merger is on file at 42505 10<sup>th</sup> Street W, Lancaster, CA 93534-7059, an office of the Surviving Corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, Cognigen Acquisition, Inc., as the surviving corporation, has caused this Certificate of Merger to be signed by an authorized officer this 2<sup>nd</sup> day of September, 2014.

COGNIGEN ACQUISITION, INC.,  
a Delaware corporation

By:   
Name: Walter S. Wolosz  
Title: Chief Executive Officer