

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM335363

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Novantas, LLC		02/25/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Novantas, Inc.		
Street Address:	485 Lexington Avenue		
Internal Address:	20th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Serial Number:	77392013	NOVARICA	
Serial Number:	77947846	NOVANTAS	
Serial Number:	77524627	PRICETEK	
CORRESPONDENCE DATA			
Fax Number:			
	<i>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.</i>		
Phone:	212-419-2589		
Email:	sdimirsky@novantas.com		
Correspondent Name:	Steven H Dimirsky		
Address Line 1:	485 Lexington Avenue		
Address Line 2:	20th Floor		
Address Line 4:	New York, NEW YORK 10017		
ATTORNEY DOCKET NUMBER:	1LEG-001		
NAME OF SUBMITTER:	Steven H. Dimirsky		
SIGNATURE:	/Steven H Dimirsky/		
DATE SIGNED:	03/17/2015		
Total Attachments: 8			

OP \$90.00 77392013

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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 THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE LIMITED LIABILITY COMPANY UNDER THE NAME OF "NOVANTAS LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "NOVANTAS LLC" TO "NOVANTAS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2013, AT 7:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF MARCH, A.D. 2013, AT 12:01 O'CLOCK A.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3516361 8100V

130227149



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0240231

DATE: 02-26-13

TRADEMARK
REEL: 005479 FRAME: 0692

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE
LIMITED LIABILITY COMPANY
TO A DELAWARE CORPORATION**

Pursuant to Title 8, Section 265 of the Delaware General Corporation Law, the undersigned, on behalf of Novantas LLC, a Delaware limited liability company, executes the following Certificate of Conversion:

1. The date on which Novantas LLC, a Delaware limited liability company, was first formed is April 19, 2002 under the name Novantas LLC.
2. The jurisdiction in which Novantas LLC was first formed and the jurisdiction of Novantas LLC immediately prior to the filing of this Certificate of Conversion is the state of Delaware.
3. Novantas LLC is the name of the limited liability company immediately prior to the filing of this Certificate of Conversion.
4. Novantas, Inc. is the name of the corporation as set forth in its Certificate of Incorporation filed in accordance with Section 265(b)(2) of the Delaware General Corporation Law.
5. This Certificate of Conversion shall be effective as of 12:01 a.m. on March 1, 2013.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting limited liability company has executed this Certificate of Conversion on this 25th day of February, 2013.

NOVANTAS LLC



Name: David G. Kayles
Title: Authorized Person

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "NOVANTAS, INC." FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF FEBRUARY, A.D. 2013, AT 7:33 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE FIRST DAY OF MARCH, A.D. 2013, AT 12:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3516361 8100V

130227149



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0240231

DATE: 02-26-13

TRADEMARK
REEL: 005479 FRAME: 0694

**CERTIFICATE OF INCORPORATION
OF
NOVANTAS, INC.**

ARTICLE I

The name of the corporation is Novantas, Inc. (the "Corporation").

ARTICLE II

This Certificate of Incorporation shall become effective as of 12:01 a.m. on March 1, 2013.

ARTICLE III

The address of the corporation's registered office in the State of Delaware is 2711 Centerville Rd., Suite 400, Wilmington, DE 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

ARTICLE IV

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

ARTICLE V

The aggregate number of shares which the Corporation shall have authority to issue is one million (1,000,000) shares of capital stock all of which shall be designated "Common Stock" and have par value of \$0.01 per share.

ARTICLE VI

In furtherance of and not in limitation of the powers conferred by the laws of the State of Delaware, the Corporation's board of directors (the "Board") is expressly authorized to make, amend and repeal the Bylaws of the Corporation.

ARTICLE VII

The business and affairs of the Corporation shall be managed by, or under the direction of, the Board. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE VIII

No member of the Board shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director of the Corporation, except to the extent that exemption from liability or limitation thereof is not permitted under the DGCL as in

effect at the time such liability or limitation thereof is determined. No amendment, modification or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal. If the DGCL is amended after approval by the stockholders of this Article VIII to authorize corporate action further eliminating or limiting the personal liability of directors of the Corporation, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

ARTICLE IX

The following indemnification provisions shall apply to the persons enumerated below.

1. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (collectively, a "Proceeding"), by reason of being or having been a director or officer of the Corporation or serving or having served at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, (collectively, an "Indemnitee"), whether the basis of the Proceeding is alleged action in an official capacity as a director or officer of the Corporation or serving or having served at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL (but with respect to any amendment thereto, only to the extent such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including, without limitation, attorneys' fees, judgments, fines, penalties, amounts paid or to be paid in settlement and all interest, assessments and other charges paid or payable in connection with or in respect of such expense, liability and loss) (collectively "Expenses", which expenses shall also include without limitation any expenses of establishing a right to indemnification or advancement under this Article IX) reasonably incurred or suffered by such Indemnitee in connection therewith and such indemnification shall continue as to an Indemnitee who has ceased to be a director or the officer of the Corporation or a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in this Article IX, the Corporation shall indemnify any such Indemnitee seeking indemnification in connection with a Proceeding (or part thereof) initiated by such Indemnitee only if such Proceeding (or part thereof) was authorized by the Board.

2. Right of Advancement. Expenses incurred by or on behalf of any Indemnitee in defending any Proceeding shall be advanced by the Corporation prior to the final disposition of such Proceeding; provided, however, that if the DGCL requires, the payment of such Expenses incurred by a director or officer in his or her capacity as a director or officer of the Corporation or

of another corporation or of a partnership, joint venture, trust or other enterprise (and not in any other capacity in which service was or is rendered by such person while a director or officer) in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking by or on behalf of such director or officer to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article IX or otherwise.

3. Right of Claimant to Bring Suit. If a claim under this Article IX is not paid in full by the Corporation within thirty (30) days after a written claim has been received by the Corporation, an Indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the Indemnitee shall also be entitled to be paid the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any Proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the Indemnitee has not met the standards of conduct which make it permissible under the DGCL for the Corporation to indemnify the Indemnitee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including the Board, independent legal counsel or the stockholders) to have made a determination prior to the commencement of such action that indemnification of the Indemnitee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including the Board, independent legal counsel or the stockholders) that the Indemnitee has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

4. Non-Exclusivity of Rights. The indemnification and advancement of Expenses provided by or granted pursuant to this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of Expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors of the Corporation or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

5. Indemnification of Other Persons. The provisions of this Article IX shall not be deemed to preclude the indemnification of any person who is not a director or officer of the Corporation or is not serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, but whom the corporation has the power or obligation to indemnify under the provisions of the DGCL or otherwise. The Corporation may, in its sole discretion, indemnify an employee, trustee or other agent as permitted by the DGCL.

6. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any person who is or was a director, officer, employee, agent or fiduciary of the Corporation or who is or was serving at the request of the Corporation as a director, officer,

employee, agent or fiduciary of another corporation or of a partnership, joint venture, trust or other enterprise against any Expenses incurred in a Proceeding, whether or not the Corporation would have the power to indemnify such person against such Expenses under the DGCL.

7. Savings Clause. If this Article IX or any portion thereof shall be modified or invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each person entitled to indemnification hereunder against Expenses, judgments, fines and amounts paid in settlement with respect to any Proceeding to the full extent permitted by any applicable portion of this Article IX that shall not have been modified or invalidated or by any other applicable law.

ARTICLE X

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder hereof or on the application of any receiver or receivers appointed for this Corporation under Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under Section 279 of the DGCL order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE XI

The name and mailing address of the sole incorporator are as follows:

Giselle S. Rivers, Esq.
Sheppard, Mullin, Richter & Hampton LLP
30 Rockefeller Plaza
New York, New York 10112

Executed this 25th day of February, 2013.

/s/ Giselle S. Rivers
Giselle S. Rivers
Sole Incorporator