

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM349915

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
AssureRx Health, Inc.		07/16/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Assurex Health, Inc.		
Street Address:	6030 S. Mason Montgomery Road		
City:	Mason		
State/Country:	OHIO		
Postal Code:	45040		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Serial Number:	78904520	ASSURERX	
Serial Number:	85928926	ASSUREX	
Serial Number:	85904163	CLINICAL DECISIONS GENETICALLY INFORMED	
Serial Number:	85460254	GENESIGHT	
Serial Number:	86275609		
Serial Number:	85904194		
Serial Number:	77654552	GENESIGHTRX	
Serial Number:	85372188	HELPING PATIENTS RECLAIM THEIR LIVES	
Serial Number:	86035049	HELPING PEOPLE RECLAIM THEIR LIVES	
Serial Number:	86087034	IT'S PERSONAL	
Serial Number:	85526863	MYASSURERX	
Serial Number:	86035059	RAFFEE	
Serial Number:	85928932	REALIZING THE CLINICAL PROMISE OF GENOMI	
Serial Number:	77845174	RIGHT DRUG. RIGHT DOSE. RIGHT NOW.	
CORRESPONDENCE DATA			
Fax Number:	5132414771		
<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:	(513) 352-6678		

OP \$365.00 78904520

Email: dawn.schneider@thompsonhine.com
Correspondent Name: Carrie A. Shufflebarger, Thompson Hine L
Address Line 1: 312 Walnut Street, Suite 1400
Address Line 4: Cincinnati, OHIO 45202

NAME OF SUBMITTER: Carrie A. Shufflebarger

SIGNATURE: /Carrie A. Shufflebarger/

DATE SIGNED: 07/31/2015

Total Attachments: 4

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Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "ASSURERX HEALTH, INC.", CHANGING ITS NAME FROM "ASSURERX HEALTH, INC." TO "ASSUREX HEALTH, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JULY, A.D. 2015, AT 4:37 O'CLOCK P.M.

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

4762059 8100

151059900



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2563809

DATE: 07-16-15

TRADEMARK
REEL: 005589 FRAME: 0399

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF
FOURTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

ASSURERX HEALTH, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

FIRST: That in lieu of a meeting, the Board of Directors of the Corporation adopted resolutions in a Joint Action by Written Consent of the Board of Directors and the Stockholders of the Corporation, dated as of July 16, 2015, proposing and declaring advisable the following amendments to the Fourth Amended and Restated Certificate of Incorporation of the Corporation:

RESOLVED, that Article I of the Fourth Amended and Restated Certificate of Incorporation of the Corporation, be amended in its entirety, so that, as amended, said Article I shall be and read as follows:

The name of the Corporation is ASSUREX HEALTH, INC. (the "Corporation" or the "Company").

RESOLVED, that Article IV, Section A. of the Fourth Amended and Restated Certificate of Incorporation of the Corporation, be amended in its entirety, so that, as amended, said Article IV, Section A. shall be and read as follows:

A. This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 69,847,736 shares, 40,502,850 shares of which shall be Common Stock (the "Common Stock") and 29,344,886 shares of which shall be Preferred Stock (the "Preferred Stock"). The Preferred Stock shall have a par value of \$0.00001 per share and the Common Stock shall have a par value of \$0.00001 per share.

RESOLVED, that Article IV, Section C. of the Fourth Amended and Restated Certificate of Incorporation of the Corporation, be amended in its entirety, so that, as amended, said Article IV, Section C. shall be and read as follows:

C. 5,160,725 of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock" (the "Series A Preferred"). 13,998,351 of the authorized shares of Preferred Stock are hereby designated "Series B Preferred Stock" (the "Series B Preferred"). 4,635,035 of the authorized shares of Preferred Stock are hereby designated "Series C Preferred Stock" (the "Series C Preferred"). 5,550,775 of the authorized shares of Preferred Stock are hereby designated "Series D Preferred Stock" (the "Series D Preferred"). The Series A

Preferred, Series B Preferred, Series C Preferred and Series D Preferred are sometimes collectively referred to as the "Series Preferred." The Series B Preferred and Series C Preferred are sometimes collectively referred to as the "Senior Series Preferred."

RESOLVED, that Article IV, Section D. 2 of the Fourth Amended and Restated Certificate of Incorporation of the Corporation, be amended to include Section D. 2(e) as follows:

(e) Subject to the rights of holders of any series of Preferred Stock to elect directors pursuant to Section D. 2(d), the number of directors of the Company shall be established from time to time by the Board of Directors. Election of directors need not be by written ballot, except as and to the extent provided in the Bylaws of the Company. Subject to the rights of holders of any series of Preferred Stock under Section D. 2(d), any vacancy or newly created directorship in the Board of Directors, however occurring, shall be filled only by vote of a majority of the directors then in office, although less than a quorum, or by a sole remaining director and shall not be filled by the stockholders, unless the Board of Directors determines by resolution that any such vacancy or newly created directorship shall be filled by the stockholders. A director elected to fill a vacancy shall hold office until the next election of the class for which such director shall have been chosen, subject to the election and qualification of a successor and to such director's earlier death, resignation or removal.

RESOLVED, that Article IV, Section D. 4(i)(iv) of the Fourth Amended and Restated Certificate of Incorporation of the Corporation, be amended in its entirety, so that, as amended, said Article IV, Section D. 4(i)(iv) shall be and read as follows:

(iv) "Additional Shares of Common Stock" shall mean all shares of Common Stock issued by the Company or deemed to be issued pursuant to this Section 4(i), whether or not subsequently reacquired or retired by the Company other than (A) shares of Common Stock issued upon conversion of the Series Preferred; (B) up to 9,978,889 shares of Common Stock and/or options, warrants or other Common Stock purchase rights, and the Common Stock issued pursuant to such options, warrants or other rights (as adjusted for any stock dividends, combinations, splits, recapitalizations and the like) after the Original Issue Date to employees, officers or directors of, or consultants or advisors to the Company or any subsidiary pursuant to stock purchase or stock option plans or other arrangements that are approved by the Board of Directors; (C) shares of Common Stock issued pursuant to the exercise of options, warrants or convertible securities outstanding as of the Original Issue Date; (D) shares of Common Stock issued pursuant to any equipment leasing arrangement, or debt financing from a bank or similar financial institution approved by the Board of Directors; (E) shares of Common Stock issued in any transaction in which the holders of at least a majority of the outstanding Senior Series Preferred voting collectively and together as a separate class waive their anti-dilution rights; and (F) shares of

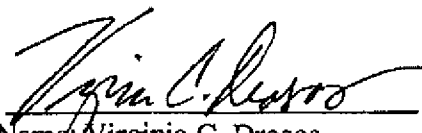
Common Stock issued in connection with a strategic partnership with or acquisition of another entity. References to Common Stock in the subsections of this clause (iv) above shall mean all shares of Common Stock issued by the Company or deemed to be issued pursuant to this Section 4(i). The "Effective Price" of Additional Shares of Common Stock shall mean the quotient determined by dividing the total number of Additional Shares of Common Stock issued or sold, or deemed to have been issued or sold by the Company under this Section 4(i), into the aggregate consideration received, or deemed to have been received by the Company for such issue under this Section 4(i), for such Additional Shares of Common Stock.

SECOND: That in lieu of a meeting and vote of the stockholders, the holders of the requisite number of shares of the Corporation have given their written consent to said amendment in accordance with the provisions of Section 228(a) and Section 228(e) of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said AssureRx Health, Inc. has caused this certificate to be signed by Virginia Drosos, its President and Chief Executive Officer, this 16th day of July, 2015.

ASSURERX HEALTH, INC.

By: 
Name: Virginia C. Drosos