

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM350256

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	01/22/2015		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Mattingly Low Vision, Inc.		01/15/2015	CORPORATION: CALIFORNIA
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
Mattingly Enterprises, Inc.	01/15/2015	CORPORATION: TEXAS	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	Mattingly Low Vision, Inc.		
Street Address:	135 Rio West, Building B		
City:	El Paso		
State/Country:	TEXAS		
Postal Code:	79932		
Entity Type:	CORPORATION: TEXAS		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3743240	SMARTMAG	
Registration Number:	3752741	SMARTMAGS	
CORRESPONDENCE DATA			
Fax Number:	6194590690		
<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:	8584590581108		
Email:	GCochran@cmkr.com		
Correspondent Name:	Richard K. Circuit		
Address Line 1:	7979 Ivanhoe Street, Suite 400		
Address Line 4:	La Jolla, CALIFORNIA 92037		
NAME OF SUBMITTER:	Richard K. Circuit		
SIGNATURE:	/Richard K. Circuit/		
DATE SIGNED:	08/04/2015		

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Total Attachments: 13

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

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Office of the Secretary of State

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Coby Shorter, III
Deputy Secretary of State

FILED KA
Secretary of State
State of California
KSM

FEB 03 2015
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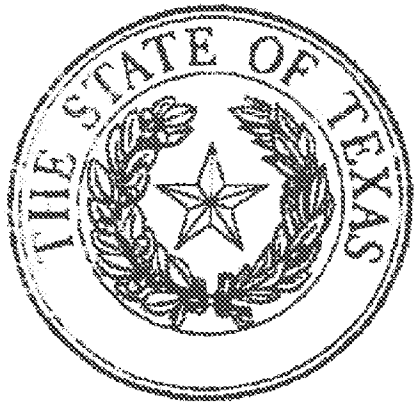
The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

MATTINGLY ENTERPRISES, INC.
Filing Number: 802132155

Certificate of Merger

January 22, 2015

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 03, 2015.



Coby Shorter, III
Deputy Secretary of State

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Form 622
(Revised 05/11)
Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-3555
FAX: 512 463-5709
Filing Fee: see instructions



Certificate of Merger
Combination Merger
Business Organizations Code

This space reserved for office use.

FILED
in the Office of the
Secretary of State of Texas
JAN 22 2015
Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, state of incorporation or organization, and file number, if any, issued by the secretary of state for each organization that is a party to the merger are as follows:

Party 1

MATTINGLY ENTERPRISES, INC.
Name of Organization

The organization is a for-profit corporation It is organized under the laws of TX
Specify organizational form (e.g., for-profit corporation) Texas Secretary of State file number

USA The file number, if any, is 802132155
State Country Texas Secretary of State file number

Its principal place of business is 135 Rio West Drive, Building B El Paso TX
Address City State

The organization will survive the merger. The organization will not survive the merger.
 The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 2

MATTINGLY LOW VISION, INC.
Name of Organization

The organization is a for-profit corporation It is organized under the laws of CA
Specify organizational form (e.g., for-profit corporation) Texas Secretary of State file number

USA The file number, if any, is 2991935
State Country Texas Secretary of State file number

Its principal place of business is 2361 Bear Rock Glen Escondido CA
Address City State

The organization will survive the merger. The organization will not survive the merger.
 The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Party 3

Name of Organization

The organization is a _____ It is organized under the laws of _____
Specify organizational form (e.g., for-profit corporation) Texas Secretary of State file number

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The file number, if any, is _____

State Secretary _____ Name Secretary of State File number _____

Its principal place of business is _____

Address City State _____

The organization will survive the merger. The organization will not survive the merger.

The plan of merger amends the name of the organization. The new name is set forth below.

Name as Amended

Plan of Merger

The plan of merger is attached.

If the plan of merger is not attached, the following statements must be completed.

Alternative Statements

In lieu of providing the plan of merger, each domestic filing entity certifies that:

1. A signed plan of merger is on file at the principal place of business of each surviving, acquiring, or new domestic entity or non-code organization that is named in this form as a party to the merger or an organization created by the merger.

2. On written request, a copy of the plan of merger will be furnished without cost by each surviving, acquiring, or new domestic entity or non-code organization to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

Complete item 3B if the merger effected changes to the certificate of formation of a surviving filing entity.

3A. No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

3B. The plan of merger effected changes or amendments to the certificate of formation of:

Name of filing entity effecting amendments

The changes or amendments to the filing entity's certificate of formation, other than the name change noted previously, are stated below.

Amendment Text Area

4. Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the plan of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

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Name of New Organization 1 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

Approval of the Plan of Merger

The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

The approval of the owners or members of _____ was not required by the provisions of the BOC.

Effectiveness of Filing (Select either A, B, or C.)

A. This document becomes effective when the document is accepted and filed by the secretary of state.

B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____

C. This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Tax Certificate

Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.

In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

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Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

Date: January 15, 2015

MATTINGLY ENTERPRISES, INC.

A Texas For-profit Corporation

Merging Entity Name

[Signature]

Signature of authorized person (see instructions)

SEAN MICHAEL MATTINGLY, President

Printed or typed name of authorized person

MATTINGLY LOW VISION, INC.

A California For-profit Corporation

Merging Entity Name

[Signature]

Signature of authorized person (see instructions)

SEAN MICHAEL MATTINGLY, President

Printed or typed name of authorized person

Merging Entity Name

Signature of authorized person (see instructions)

Printed or typed name of authorized person

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01/22/2015 12:24 FAX 8584593245

Ifax

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PLAN OF MERGER
between
MATTINGLY LOW VISION, INC.
A California For-Profit Corporation
and
MATTINGLY ENTERPRISES, INC.
A Texas For-Profit Corporation

This Plan of Merger is made and entered into this 15th day of January, 2015, by and between **MATTINGLY LOW VISION, INC.**, a California for-profit corporation ("MATTINGLY California") and **MATTINGLY ENTERPRISES, INC.**, a for-profit Texas corporation ("MATTINGLY Texas" or the "Surviving Corporation") with reference to the following:

A. Mattingly California is a for-profit corporation organized and existing under the laws of the State of California and has authorized capital stock consisting of one million (1,000,000) shares of common, fully paid, noncumulative stock with a par value of One Cent (\$.01), of which one hundred fifty thousand (150,000) shares are issued and outstanding, and held by SEAN MICHAEL MATTINGLY, as Successor Trustee of the William B. Mattingly Separate Property Trust dated March 20, 2014, as to one hundred sixty-four thousand (144,000) shares; ROBERTA S. MATTINGLY, a married woman as her sole and separate property, as to one thousand five hundred (1,500) shares; MELISSA LAUREN MATTINGLY, as to one thousand five hundred (1,500) shares; SEAN MICHAEL MATTINGLY, as to one thousand five hundred (1,500) shares; and JULIET WRIGHT MATTINGLY as to one thousand five hundred (1,500) shares).

B. MATTINGLY Texas is a for-profit corporation organized and existing under the laws of the State of Texas and has authorized capital stock consisting of one million (1,000,000) shares of common, fully paid, noncumulative stock with a par value of \$.01 of which one hundred fifty thousand (150,000) shares are issued and outstanding, and held by SEAN MICHAEL MATTINGLY, as Successor Trustee of the William B. Mattingly Separate Property Trust dated March 20, 2014, as to one hundred sixty-four thousand (144,000) shares; ROBERTA S. MATTINGLY, an unmarried woman as her sole and separate property, as to one thousand five hundred (1,500) shares; MELISSA LAUREN MATTINGLY, as to one thousand five hundred (1,500) shares; SEAN MICHAEL MATTINGLY, as to one thousand five hundred (1,500) shares; and JULIET WRIGHT MATTINGLY as to one thousand five hundred (1,500) shares).

C. The Boards of Directors of MATTINGLY California and MATTINGLY Texas, respectively, deem it advisable for MATTINGLY California to merge with and into MATTINGLY Texas.

D. It is the intention of the parties that this merger be an exempt reorganization pursuant to IRC Section 368(a)(1)(F).

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NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, MATTINGLY California and MATTINGLY Texas hereby agree to the following Plan of Merger:

1. Names of Constituent Corporations. MATTINGLY California will merge with and into MATTINGLY Texas.

2. Terms and Conditions of Merger. The effective date of merger shall be the date upon which the Articles of Merger are filed with the Texas Secretary of State. Upon the effective date of the merger: the separate corporate existence of MATTINGLY California shall cease; title to all real estate and other property owned by MATTINGLY California shall be vested in the Surviving Corporation without reversion or impairment; and the Surviving Corporation shall have all liabilities of MATTINGLY California. Any proceeding pending by or against MATTINGLY California or Surviving Corporation may be continued as if such merger did not occur, or the Surviving Corporation may be substituted in the proceeding for MATTINGLY California.

3. Governing Law. The laws of the State of Texas shall govern the Surviving Corporation.

4. Name. The name of the Surviving Corporation shall be MATTINGLY ENTERPRISES, INC., a Texas for-profit corporation.

5. Registered Office. The address of the registered office of the Surviving Corporation shall be 135 Rio West, Building B, El Paso, Texas 79932.

6. Accounting. The assets and liabilities of MATTINGLY California and MATTINGLY Texas (collectively the "Constituent Corporations") as of the effective date of the merger shall be taken up on the books of the Surviving Corporation at the amount at which they are carried at the time on the respective books of the Constituent Corporations.

7. Certificate of Formation. The Certificate of Formation of MATTINGLY Texas shall constitute the Certificate of Formation of the Surviving Corporation.

8. Bylaws. The Bylaws of MATTINGLY Texas as of the effective date of the merger shall be the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

9. Directors. The directors of MATTINGLY Texas as of the effective date of the merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified.

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10. Manner and Basis of Converting Shares. As of the effective date of the merger:

(a) Each share of MATTINGLY California \$.01 per value common stock, issued and outstanding shall be converted to one share of \$.01 per value common stock of the Surviving Corporation.

(b) The Surviving Corporation shall convert or exchange each share of MATTINGLY California common stock for one share of the common stock of the Surviving Corporation; PROVIDED, however, that no fractional shares of the Surviving Corporation stock shall be issued, and in lieu of the issuance of fractional shares, the Surviving Corporation shall make a payment in cash equal to the value of such fraction, based upon the market value of such common stock on the effective date of the merger.

(c) On the effective of the merger, holders of certificates of common stock in MATTINGLY California shall surrender them to the Surviving Corporation, or its appointed agent, in such manner as the Surviving Corporation legally shall require. Upon receipt of such certificates, the Surviving Corporation shall issue in exchange therefore, shares of common stock in the Surviving Corporation representing the number of shares of stock to which such holder shall be entitled as set forth above.

(d) In addition, such shareholders shall be entitled to receive any dividends on such shares of common stock of the Surviving Corporation which may have been declared and paid between the effective date of the merger and the issuance to such shareholder a certificate of such common stock.

11. Shareholder Approval. This Plan of Merger shall be submitted to the shareholders of MATTINGLY California and MATTINGLY Texas for their approval in the manner provided under Texas BOC Sec. 10.001 on or before January 31, 2015. After approval by a vote of the holders of a majority of the shares entitled to vote thereon, if any, of each voting group, the Certificate of Merger shall be filed as required under the laws of the State of Texas.

12. Rights of Dissenting Shareholders. Any Shareholder of MATTINGLY California or MATTINGLY Texas who has the right to dissent from this merger as provided in California Corporations Code Section 1300 and Texas BOC Sec. 10.351, et seq., and who so dissents in accordance with the requirements of California Corporations Code Section 1301 et seq and Texas BO Sec. 10.351, et seq., shall be entitled, upon surrender of the certificate or certificates representing certificated shares or upon imposition of restrictions of transfer of uncertificated shares, to receive payment of the fair market value of such shareholder's shares as provided under the applicable statute.

13. Termination of Merger. This merger may be abandoned at any time prior to the filing of a Certificate of Merger with the Secretary of State, upon a vote of a majority of the Board of Directors of both MATTINGLY California and MATTINGLY Texas. If the merger is

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terminated, there shall be no liability on the part of Constituent Corporation, their respective Board of Directors, or shareholders.

14. **Counterparts.** This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, this Plan of Merger has been adopted by the undersigned corporations as of this 15th day of January, 2015.

MATTINGLY LOW VISION, INC.
A California for-profit corporation

MATTINGLY ENTERPRISES, INC.
A Texas for-profit corporation

By: *Sam Mattingly*
Sam Michael Mattingly, President

By: *Sam Mattingly*
Sam Michael Mattingly, President



I hereby certify that the foregoing
transcript of _____ page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

FEB 05 2015

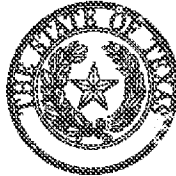
Date: _____

Handwritten signature of Alex Facella in cursive.

ALEX FACELLA, Secretary of State

Form 424
(Revised 05/11)

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: See instructions



This space reserved for office use.

Certificate of Amendment

Entity Information

The name of the filing entity is:

MATTINGLY ENTERPRISES, INC.

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- | | |
|--|---|
| <input checked="" type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Professional Corporation |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Partnership |

The file number issued to the filing entity by the secretary of state is: 802132155

The date of formation of the entity is: January 8, 2015

Amendments

1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

MATTINGLY LOW VISION, INC.

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

Registered Agent
(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is:

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
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The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

<i>Street Address (No P.O. Box)</i>	<i>City</i>	TX	<i>State</i>	<i>Zip Code</i>
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3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

Alter each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

Delete each of the provisions identified below from the certificate of formation.

Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

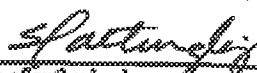
The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: February 17, 2015

By: MATTINGLY ENTERPRISES, INC.


Signature of authorized person

Sean Michael Mattingly, President
Printed or typed name of authorized person (see instructions)