

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM358966

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/31/2015

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Zee Medical, Inc.		08/31/2015	CORPORATION:

RECEIVING PARTY DATA

Name:	Cintas Corporation No. 2
Street Address:	6800 Cintas Boulevard
City:	Mason
State/Country:	OHIO
Postal Code:	45040
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	1312981	DERMA FLEUR
Registration Number:	1491871	DERMAWASH
Registration Number:	1298345	DILOTAB
Registration Number:	1552468	DURA-STRIP
Registration Number:	1278647	HISTENOL-FORTE
Registration Number:	1706333	P.E.L. PLUS
Registration Number:	1367280	PAINAID
Registration Number:	2543685	PAM
Registration Number:	1311932	UN-ASPIRIN
Registration Number:	1578567	ZEE
Registration Number:	1657635	ZEE
Registration Number:	1255765	ZEE
Registration Number:	1422484	ZEE +
Registration Number:	1243137	ZEE MEDICAL SERVICE
Registration Number:	1831230	ZEE-FLEX
Registration Number:	2768090	GORILLA GRIP STRIP
Registration Number:	2928776	WORKMATES
Registration Number:	2869275	ZEE +

OP \$465.00 1312981

CORRESPONDENCE DATA**Fax Number:**

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: 513-562-1401
Email: trademarks@kmklaw.com
Correspondent Name: J. Michael Hurst, c/o KMK
Address Line 1: 1 East 4th Street
Address Line 2: Suite 1400
Address Line 4: Cincinnati, OHIO 45202

ATTORNEY DOCKET NUMBER:	CI7800TM0008
NAME OF SUBMITTER:	J. Michael Hurst
SIGNATURE:	/j. michael hurst/
DATE SIGNED:	10/16/2015

Total Attachments: 4

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AGREEMENT AND PLAN OF MERGER

MERGING

ZEE MEDICAL, INC.
(a California corporation)

INTO

CINTAS CORPORATION NO. 2
(a Nevada corporation)

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger"), dated as of August 31, 2015, is made by and between ZEE MEDICAL, INC., a California corporation ("Zee"), and CINTAS CORPORATION NO. 2, a Nevada corporation ("Cintas"). Cintas is sometimes referred to herein as the "Surviving Corporation."

RECITALS:

WHEREAS, Zee is a corporation duly organized and existing in good standing under the laws of the State of California;

WHEREAS, Cintas is a corporation duly organized and existing in good standing under the laws of the State of Nevada;

WHEREAS, the issued and outstanding capital stock of Zee consists of 1,900,817 shares of common stock, all of which are owned by Cintas; and

WHEREAS, Zee and Cintas desire to cause Zee to be merged with and into Cintas, pursuant to Title 1, Division 1 of the California Corporations Code, as amended (the "CCC"), Chapter 92A of the Nevada Revised Statutes, as amended (the "Nevada Revised Statutes"), and the terms of this Plan of Merger, such that Cintas shall be the surviving corporation (the "Surviving Corporation") and Zee will be the non-surviving corporation. All approvals and authorizations required under the CCC and the Nevada Revised Statutes have been obtained to effect the Merger provided for herein upon the filing of Articles of Merger with the Secretary of State of Nevada and the filing of Articles of Merger with the Secretary of State of California.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties agree as follows:

1. Merger; Effect of the Merger. As of the Effective Time (as hereinafter defined), Zee shall merge with and into Cintas pursuant to the provisions of the CCC and the Nevada Revised Statutes, with Cintas as the Surviving Corporation and CCC as the non-surviving corporation (the "Merger"). The Merger shall have the effects set forth in Chapter 11 of the CCC and Chapter 92A of the Nevada Revised Statutes. Without limiting the generality of the foregoing, Cintas, as the Surviving Corporation, shall possess all assets and property of every description, and every interest in the assets and property, wherever located, and the rights, privileges, immunities and franchises, as of a public or a private nature, of Zee, and all

obligations belonging to or due to Zee shall be vested in the Surviving Corporation without further act or deed. Title to any real estate or any interest in real estate vested in Zee shall not revert or in any way be impaired by reason of the Merger.

2. Filings; Effective Time.

(a) Filing of Articles of Merger in Nevada and California. Articles of Merger (the “Articles of Merger”) executed in accordance with Chapter 92A of the Nevada Revised Statutes and as are required to effectuate the Merger shall be filed with the Secretary of State of the State of Nevada, and a copy of the Articles of Merger certified by the public officer having official custody of the original Articles of Merger shall be filed with the Secretary of State of the State of California as required to effectuate the Merger pursuant to Section 1108 of the CCC.

(b) Effective Time of the Merger. The Articles of Merger shall be filed on August 31, 2015 or filed prior to such date with the effective date designated as August 31, 2015 and effective time as of 11:59 P.M. (the “Effective Time”).

3. Continuation of Cintas as the Surviving Corporation.

(a) Continuation of Cintas as the Surviving Corporation. Upon the Effective Time of the Merger, Zee shall be merged with and into Cintas and the separate corporate existence of Zee shall cease. Cintas shall be the Surviving Corporation and its corporate existence shall continue under the laws of the State of Nevada. The name of the Surviving Corporation on and after the Effective Time shall remain Cintas Corporation No. 2 until changed or amended as provided by the laws of the State of Nevada.

(b) Articles of Incorporation. The Articles of Incorporation of Cintas, as amended heretofore, shall continue to be the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by the laws of the State of Nevada. Such Articles of Incorporation of Cintas are presently recorded in the office of the Secretary of State of Nevada and are not amended in any respect by this Plan of Merger.

(c) Bylaws. The Bylaws of Cintas, as in effect immediately before the Effective Time, shall from and after the Effective Time be, and continue to be, the Bylaws of the Surviving Corporation until amended as provided therein.

(d) Directors and Officers. The officers and directors of Cintas immediately prior to the Effective Time shall be the officers and directors of the Surviving Corporation at the Effective Time and shall continue in office as the directors and officers of the Surviving Corporation until replaced in accordance with the Articles of Incorporation and the Bylaws of the Surviving Corporation.

4. Cancellation of Zee Shares.

(a) Zee Shares. Upon the Effective Time, by virtue of the Merger and without any need for any action on the part of the holder thereof, each share of Zee common stock, issued and outstanding immediately prior to the Effective Time, shall be cancelled without consideration.

(b) Cintas Shares. The outstanding shares of capital stock of Cintas shall remain outstanding and are not affected by the Merger. No shares of capital stock of Cintas shall be issued or delivered under this Plan of Merger.

5. Authorization and Approval of the Plan of Merger. This Plan of Merger and the Merger provided for herein have been duly authorized and approved by (i) the entire Board of Directors and the sole shareholder of Zee, pursuant to Sections 1101 and 1202 of the CCC and (ii) the entire Board of Directors of Cintas pursuant to Section 92A.120 of the Nevada Revised Statutes. Pursuant to Section 92A.130 of the Nevada Revised Statutes, the approval of the shareholder of Cintas is not required. The officers of Cintas and Zee have been authorized and empowered to execute, deliver and file, on behalf of the respective corporations, this Plan of Merger, the Articles of Merger with the Secretary of State of Nevada and the Articles of Merger with the Secretary of State of California and any other documents that such officers may deem necessary or desirable to give full force and effect to the Merger and to carry out the purposes of the Plan of Merger.

6. Miscellaneous.

(a) Cintas, in its capacity as the holder of all of the outstanding shares of Zee, hereby waives the mailing of a copy of the Plan of Merger to Cintas.

(b) This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the filing time of the Merger, if the Board of Directors of Zee or the Board of Directors of Cintas duly adopt a resolution abandoning this Plan of Merger.

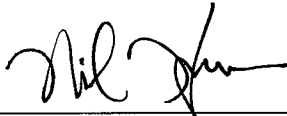
(c) The foregoing recitals to this Plan of Merger are incorporated herein and made a part of this Plan of Merger.

(d) For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

[The remainder of this page is intentionally left blank, signature page to follow.]

IN WITNESS WHEREOF, the undersigned have caused this Agreement and Plan of Merger to be executed as of the date first stated above by their duly authorized officers.

ZEE MEDICAL, INC.
a California corporation

By: 
Name: J. Michael Hansen
Title: Vice President, Treasurer & Chief Financial Officer

CINTAS CORPORATION NO. 2,
a Nevada corporation

By: 
Name: J. Michael Hansen
Title: Vice President & Chief Financial Officer