

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM366169

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	ENTITY CONVERSION		
RESUBMIT DOCUMENT ID:	900346423		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SANTA BARBARA MEDCO, INC.		10/16/2015	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	Santa Barbara Medco, LLC		
Street Address:	815 NORTHWEST PARKWAY SUITE 100		
City:	ST. PAUL		
State/Country:	MINNESOTA		
Postal Code:	55121		
Entity Type:	LIMITED LIABILITY COMPANY: MINNESOTA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2574139	EAR-VITE PLUS	
Registration Number:	1652288	EAR PUTTY	
Registration Number:	3256366	PHYSICIANS' CHOICE	
CORRESPONDENCE DATA			
Fax Number:	2063599000		
<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:	2063598000		
Email:	pctrademarks@perkinscoie.com		
Correspondent Name:	Randy Micheletti		
Address Line 1:	1201 Third Avenue, Suite 4900		
Address Line 4:	Seattle, WASHINGTON 98101		
ATTORNEY DOCKET NUMBER:	119015-0001		
NAME OF SUBMITTER:	Randy Micheletti		
SIGNATURE:	/Randy Micheletti/		
DATE SIGNED:	12/17/2015		
Total Attachments: 10			
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**Office of the Minnesota Secretary of State
Certificate of Conversion**

I, Steve Simon, Secretary of State of Minnesota, certify that: the documentation required to effectuate a conversion by the entity listed below from the law under which the entity was previously governed to the law under which it is governed after the issuance of this certificate, on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes, Chapter: 302A

Home Jurisdiction and Name of Converting Entity:

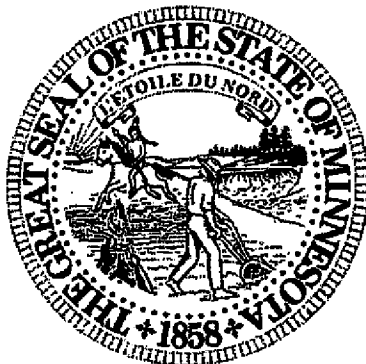
Minnesota: Santa Barbara Medco, Inc.

After Conversion, Entity is governed by Minnesota statutes, Chapter:
322C

Home Jurisdiction and Name of Entity after the Effective Date of Conversion:

Minnesota: Santa Barbara Medco, LLC

This Certificate has been issued on: 10/16/2015



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State Certificate of Organization

I, Steve Simon, Secretary of State of Minnesota, do certify that: The following business entity has duly complied with the relevant provisions of Minnesota Statutes listed below, and is formed or authorized to do business in Minnesota on and after this date with all the powers, rights and privileges, and subject to the limitations, duties and restrictions, set forth in that chapter.

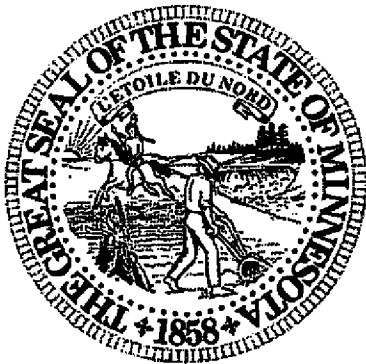
The business entity is now legally registered under the laws of Minnesota.

Name: Santa Barbara Medco, LLC

File Number: 847585400095

Minnesota Statutes, Chapter: 322C

This certificate has been issued on: 10/16/2015



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

Office of the Minnesota Secretary of State
Articles of Conversion
Minnesota Statutes, Chapter's 302A & 322B



Read the instruction before completing this form.

Filing Fee: \$55 for expedited service in-person, \$35 if submitted by mail

The following type of organization is being converted into another organization and was approved as required by Chapter 302A or Chapter 322B.

1. Check the appropriate box for this conversion filing:

- Business Corporation (Domestic) governed under Chapter 302A converting to a Limited Liability Company (Domestic) under Chapter 322C.
- Business Corporation (Domestic) governed under Chapter 302A converting to a Limited Liability Company (Foreign).
- Business Corporation (Domestic) governed under Chapter 302A to a Business Corporation (Foreign).
- Business Corporation (Foreign) converting to a Business Corporation (Domestic) under Chapter 302A.
- Business Corporation (Foreign) converting to a Limited Liability Company (Domestic) under Chapter 322C.
- Limited Liability Company (Domestic) governed under Chapter 322B converting to a Business Corporation (Domestic) under Chapter 302A.
- Limited Liability Company (Domestic) governed under Chapter 322B converting to a Limited Liability Company (Foreign).
- Limited Liability Company (Domestic) governed under Chapter 322B converting to a Business Corporation (Foreign).
- Limited Liability Company (Foreign) converting to a Business Corporation (Domestic) under Chapter 302A.
- Unqualified Foreign Limited Liability Company or Foreign-Business Corporation converting to a Business Corporation (Domestic) under Chapter 302A.

2. Name of Organization before the Conversion is: (Required)

Santa Barbara Medco, Inc.

3. Home Jurisdiction of Organization before the Conversion is: Minnesota

Office of the Minnesota Secretary of State
Articles of Conversion

Minnesota Statutes, Chapter's 302A & 322B

4. Name of the Organization after the Conversion shall be: (Required)

Santa Barbara Medco, LLC

5. Home Jurisdiction of Organization after the Conversion shall be: Minnesota

6. The time the Conversion is effective under the governing statute of the Converted Organization is:

October 16 2015

If the converting organization is a domestic organization, the plan of conversion was approved under Section 302A.684. If the converting organization is a foreign organization, the conversion was approved as required by the governing statute of the converted organization.

7. The Terms and Conditions of the Proposed Conversion are:

Each outstanding ownership interest of Santa Barbara Medco, Inc. will be converted into an ownership interest of Santa Barbara Medco, LLC

If no Terms and Conditions are listed, the undersigned personally certifies that there are no Terms and Conditions

8. A Converted Organization that is a foreign organization and not authorized to transact business in this state appoints the secretary of state as its agent for service of process for purposes of enforcing a debt, obligation, or other liability under this subdivision. The street address of an office that the secretary of state may use for the purposes of section 302A.691, subdivision 3 or 322B.791, subdivision 3 is:

N/A

9. Include a copy of the Articles of Incorporation or Articles of Organization with the Articles and Plan of Conversion. (Required).

TRADEMARK

REEL: 005688 FRAME: 0121

Office of the Minnesota Secretary of State

Articles of Conversion

Minnesota Statutes, Chapter's 302A & 322B

10. I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Justin Ishbia

Authorized Signature of Individual on Behalf of the Converting Company or Authorized Agent (Required)

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

jishbia@shorecp.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List the name and daytime phone number of a person who can be contacted about this form:

Justin Ishbia (312) 348-7580

Contact Name and Phone Number

Entities that own, lease or have any financial interest in agricultural land or land capable of being farmed must register with the Minnesota Department of Agriculture's Corporate Farm Program.

Articles of Conversion Rev 9-17-2015

Plan of Conversion

for

**Santa Barbara Medco, Inc.,
a Minnesota corporation**

into

**Santa Barbara Medco, LLC,
a Minnesota limited liability company**

This Plan of Conversion, effective as of the 16th day of October, 2015 ("Effective Date"), pursuant to the Minnesota Business Corporation Act, is for the purpose of converting Santa Barbara Medco, Inc., a Minnesota corporation (the "Converting Entity"), into Santa Barbara Medco, LLC, a Minnesota limited liability company (the "Converted Entity").

1. The Converting Entity is a corporation organized under the laws of the State of Minnesota.
2. The Converted Entity is a limited liability company organized under the laws of the State of Minnesota.
3. On the Effective Date, the Converting Entity shall be converted into the Converted Entity, which shall be a limited liability company organized under the laws of the State of Minnesota.
4. On and after the Effective Date, the name of the Converted Entity shall be Santa Barbara Medco, LLC.
5. By this conversion, the Converting Entity shall continue its existence in the organizational form of the Converted Entity.
6. At the effective time of the conversion, each outstanding ownership interest of the Converting Entity will convert into an ownership interest in the Converted Entity.
7. The Articles of Organization of the Converted Entity is attached hereto as Exhibit A.

CHI:2950298.4

IN WITNESS WHEREOF, the undersigned has caused this Plan of Conversion to be executed effective as of the date first set forth above.

SANTA BARBARA MEDCO, INC., a
Minnesota Corporation

By:  _____

Name: Justin Ishbia

Its: Chairman

[Signature Page- Santa Barbara Medco, Inc Plan of Conversion]

Exhibit A

Articles of Organization

See attached.

CHI:2950298.4

Office of the Minnesota Secretary of State
Minnesota Limited Liability Company | Articles of Organization
Minnesota Statutes, Chapter 322C



Read the instructions before completing this form.
 Filing Fee: \$155 for expedited service in-person and online filings, \$135 if by mail

The undersigned organizer(s), in order to form a Limited Liability Company under *Minnesota Statutes, Chapter 322C* adopt the following:

Article I – Name of Limited Liability Company (Required)

Santa Barbara Medco, LLC

(The company name must include the words Limited Liability Company or the abbreviation LLC)

Article II – Registered Office Address and Agent (A Registered Office Address is Required)

100 South Fifth Street, Suite 1075,

Minneapolis

MN

55402

Street Address (A PO Box by itself is not acceptable)

City

State

Zip Code

Registered Agent at the above address is: C T Corporation System Inc.

Article III – Duration

The period of duration for this limited liability company shall be perpetual.

Article IV – Organizers (Required)

I, the undersigned, certify that I am signing this document as the person whose signature is required, or as agent of the person(s) whose signature would be required who has authorized me to sign this document on his/her behalf, or in both capacities. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Justin Ishbia

1 East Wacker Dr., Suite 400 Chicago

IL

60601

Organizer's Name

Street Address

City

State

Zip

Signature

October 16, 2015

Date

Organizer's Name

Street Address

City

State

Zip

Signature

Date

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices, including this submission: jishbia@shorecp.com

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

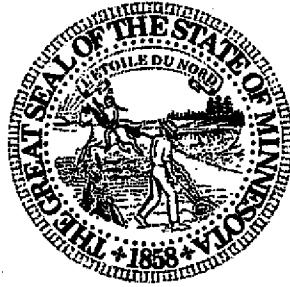
List a name and daytime phone number of a person who can be contacted about this form:

Justin Ishbia (312) 348-7580

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

TRADEMARK

REEL: 005688 FRAME: 0126



File Numbers

84758540007

2399677-2

847585400095

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED

10/16/2015 11:59:00 PM

Steve Simon

Steve Simon
Secretary of State