

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM408142

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	11/18/1997		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Zevex, Inc.		11/18/1997	Corporation: UTAH
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Zevex, Inc.		
<b>Street Address:</b>	4314 Zevex Park Lane		
<b>City:</b>	Murray		
<b>State/Country:</b>	UTAH		
<b>Postal Code:</b>	84123		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2010937	ENTERALITE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	7168490349		
<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>			
<b>Phone:</b>	7168564000		
<b>Email:</b>	ipdocketing@hodgsonruss.com		
<b>Correspondent Name:</b>	Hodgson Russ LLP		
<b>Address Line 1:</b>	140 Pearl Street, Suite 100		
<b>Address Line 2:</b>	The Guaranty Building		
<b>Address Line 4:</b>	Buffalo, NEW YORK 14202-4040		
<b>ATTORNEY DOCKET NUMBER:</b>	031407.00566		
<b>NAME OF SUBMITTER:</b>	George L. Snyder, Jr.		
<b>SIGNATURE:</b>	/george l snyder jr/		
<b>DATE SIGNED:</b>	12/08/2016		
<b>Total Attachments: 7</b>			
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State of Delaware

Co # 123256 PAGE 1

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:



"ZEVEX, INC.", A UTAH CORPORATION, # 123256

WITH AND INTO "ZEVEX, INC." UNDER THE NAME OF "ZEVEX, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF NOVEMBER, A.D. 1997, AT 4 O'CLOCK P.M.

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

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code

I Herby certify that the foregoing has been filed and approved on the 20 day of 11 19 97 in the office of this Division and hereby issue this Certificate thereof.

Examiner

Date

BS Date 11/20/97



Korla S. Woods

KORLA T. WOODS  
Division Director

RECEIVED

NOV 20 1997

Utah Div. of Corp. & Comm. Code



Edward J. Freel

Edward J. Freel, Secretary of State

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971393536

AUTHENTICATION:

8764854

DATE:

11-18-97

TRADEMARK

REEL: 005942 FRAME: 0231

## **CERTIFICATE OF MERGER**

**(For the State of Delaware)**

I, **Dean G. Constantine**, President and Chief Executive Officer of **ZEVEX, Inc.**, a Delaware corporation, do hereby certify as follows:

1. **ZEVEX, Inc.**, a Utah corporation, has agreed to merge with and into **ZEVEX, Inc.**, a Delaware corporation, pursuant to the terms of an Agreement and Plan of Merger.

2. The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the terms of section 252 of the Delaware Corporation Law. Specifically, the Agreement and Plan of Merger has been approved by the Boards of Directors and by the holders of a majority of the outstanding voting stock of each constituent corporation and was executed and acknowledged, in each case, by the appropriate officers. **ZEVEX, Inc.**, a Utah corporation, has authorized capital of 50,000,000 shares of common stock; with the par value of .001.

3. The name of the surviving corporation is **ZEVEX, Inc.**, a Delaware corporation;


4. The Certificate of Incorporation of **ZEVEX, Inc.**, a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation, with no amendments or changes;

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 4314 Zevex Park Lane, Murray, UT 84123; and

6. A copy of the Agreement and Plan of Merger will be furnished by **ZEVEX, Inc.**, a Delaware corporation, without cost to any stockholder of any constituent corporation.

IN WITNESS WHEREOF, we have executed this Certificate on this 17th day of November, 1997 and acknowledge that the facts stated herein are true.

**ZEVEX, INC.,**  
a Delaware corporation

By   
**Dean G. Constantine, President**  
**and Chief Executive Officer**

**ARTICLES OF MERGER  
OF  
ZEVEX, INC.  
a Utah corporation  
WITH AND INTO  
ZEVEX, INC.  
a Delaware corporation**

**\* \* \* \* \***

Pursuant to § 16-10a-1105 of the Utah Revised Business Corporation Act (the "Act"), the undersigned authorized representative of ZEVEX, INC., a Delaware corporation ("ZEVEX-Delaware), as the surviving corporation in a merger with ZEVEX, INC., a Utah corporation ("ZEVEX-Utah"), does hereby certify:

**FIRST:** That an Agreement and Plan of Merger, dated November 17, 1997 (the "Plan"), has been adopted, approved and executed by each of the parties to the merger in accordance with the requirements of § 16-10a-1107 of the Act, which Plan is summarized in the abbreviated Plan of Merger attached hereto as Exhibit A.


**SECOND:** There are 9,000,000 shares of common stock of ZEVEX-Utah currently outstanding and entitled to vote on the Plan. There are 100 shares of common stock of ZEVEX-Delaware currently outstanding and entitled to vote on the Plan.

**THIRD:** 9,000,000 of the outstanding shares of common stock of ZEVEX-Utah were voted in favor of the Plan, which was sufficient to approve the Plan. 100 shares of the outstanding shares of ZEVEX-Delaware voted in favor of the Plan, which was sufficient to approve the Plan.

**FOURTH:** The effective date of the merger is to be the later of the date of filing of these Articles of Merger or the filing of the Certificate of Merger with the State of Delaware.

IN WITNESS WHEREOF, I have executed these Articles of Merger on this 18th day of November, 1997.

**ZEVEX, INC.**  
a Delaware corporation

By   
\_\_\_\_\_  
Dean G. Constantine, President  
and Chief Executive Officer

## EXHIBIT A

### PLAN OF MERGER (Abbreviated)

#### A. Merger of ZEVEX-Utah into ZEVEX-Delaware.

1. Agreement and Plan of Merger. Subject to the terms of an Agreement and Plan of Merger dated as of November 17, 1997, (the "Merger Agreement"), ZEVEX-Utah shall be merged with and into ZEVEX-Delaware (the "Merger").

2. Effective Time of the Merger. The Merger shall become effective at the later of the date and time (the "Effective Time") at which the Articles of Merger are duly filed with the Division of Corporations and Commercial Code of the State of Utah as provided in Section 16-10a-1105 of the Utah Revised Business Corporation Act, or the Secretary of State of the State of Delaware.

3. Surviving Corporation. At the Effective Time, ZEVEX-Utah shall be merged with and into ZEVEX-Delaware and the separate corporate existence of ZEVEX-Utah shall thereupon cease. ZEVEX-Delaware shall be the surviving corporation in the Merger and shall continue its existence under the provisions of the Delaware General Corporation Law after the Merger.

#### B. Effect of the Merger; Additional Actions.

1. Effects. The Merger shall have the effects set forth in the Utah Revised Business Corporation Act and the Delaware General Corporation Law.

2. Taking of Necessary Action; Further Action. If, at any time after the Effective Time, any such further action is necessary or desirable to carry out the purposes of the Merger Agreement and to vest ZEVEX-Delaware as the surviving corporation, with full right, title and possession to all assets, property, rights, privileges, powers and franchises of ZEVEX-Utah, the officers and directors of ZEVEX-Utah and ZEVEX-Delaware are fully authorized in the name of their respective corporations or otherwise to take, and will take, all such lawful and necessary action.

3. Articles of Incorporation of Surviving Corporation. The Certificate of Incorporation of ZEVEX-Delaware in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of the surviving corporation.

4. Bylaws of Surviving Corporation. The Bylaws of ZEVEX-Delaware as in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation after the Effective Time and thereafter may be amended in accordance with the



terms thereof, the Certificate of Incorporation of the surviving corporation, and applicable law.

5. Directors and Officers of Surviving Corporation. The directors and officers of ZEVEX-Delaware immediately prior to the Effective Time shall be the directors and officers of the surviving corporation after the Effective Time. Such directors and officers shall hold office in accordance with the surviving corporation's Certificate of Incorporation and Bylaws from the Effective Time until their respective successors have been duly elected or appointed and qualified.

C. Conversion of Shares. At the Effective Time, each share of ZEVEX-Utah Common Stock by reason of the Merger provided for hereunder and without any action on the part of the holder thereof, shall be converted into the right to receive one share of ZEVEX-Delaware Common Stock (such amount being referred to herein as the "Merger Consideration"). All such shares of ZEVEX-Utah Common Stock by virtue of the Merger and without any action on the part of the holder thereof, shall no longer be outstanding and shall be cancelled and retired and shall cease to exist, and each stockholder of ZEVEX-Utah shall thereafter cease to have any rights with respect to such shares of ZEVEX-Utah Common Stock, except the right to receive the Merger Consideration.