

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM414432

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Profil Institute for Clinical Research, Inc.		01/05/2017	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	PROSCIENTO, INC.		
Street Address:	855 3rd Street		
Internal Address:	Suite 3340		
City:	Chula Vista		
State/Country:	CALIFORNIA		
Postal Code:	91911		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	3960329	PROFIL	
Serial Number:	87252647	PROSCIENTO	
Serial Number:	87252643	PROSCIENTO	
Serial Number:	87252639	PROSCIENTO	
Serial Number:	87252634	PROSCIENTO	
CORRESPONDENCE DATA			
Fax Number:	2028842789		
<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:	(310) 883-6427		
Email:	trademarks@cooley.com		
Correspondent Name:	John Paul Oleksiuk		
Address Line 1:	Cooley LLP, 1333 2nd Street		
Address Line 2:	Suite 400		
Address Line 4:	Santa Monica, CALIFORNIA 90401-4100		
NAME OF SUBMITTER:	Shari L. Gordon		
SIGNATURE:	/Shari L. Gordon/		
DATE SIGNED:	02/01/2017		

CH \$140.00 3960329

Total Attachments: 5

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Delaware

The First State

Page 1

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 RESTATED CERTIFICATE OF "PROFIL INSTITUTE FOR CLINICAL RESEARCH, INC.", CHANGING ITS NAME FROM "PROFIL INSTITUTE FOR CLINICAL RESEARCH, INC." TO "PROSCIENTO, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF JANUARY, A.D. 2017, AT 5:40 O`CLOCK P.M.

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




JEFFREY W. BULLOCK, Secretary of State

3597539 8100
SR# 20170077227

Authentication: 201826199
Date: 01-05-17

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

TRADEMARK
REEL: 005978 FRAME: 0642

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
PROFIL INSTITUTE FOR CLINICAL RESEARCH, INC.**

(Pursuant to Sections 242 and 245 of the
General Corporation Law of the State of Delaware)

Profil Institute for Clinical Research, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is Profil Institute for Clinical Research, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on December 16, 2002.

2. That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended and restated in its entirety to read as follows:

ARTICLE I

The name of this corporation is ProSciento, Inc. (the "Corporation").

ARTICLE II

The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

ARTICLE IV

The total number of shares that the Corporation is authorized to issue is Fifty Million (50,000,000) shares, all of the same class, designated as Common Stock with a par value of \$0.0001 per share ("Common Stock").

ARTICLE V

The Corporation is to have perpetual existence.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by the General Corporation Law:

Section 1. Authority of the Board of Directors. The Board of Directors is expressly authorized:

- A. To make, alter or repeal the Bylaws of the Corporation;
- B. To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation;
- C. To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created; and
- D. When and as authorized by the Corporation's stockholders in accordance with statute, to sell, lease or exchange all or substantially all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or entity, as the Board of Directors shall deem expedient and for the best interests of the Corporation.

Section 2. Election of Directors. The election of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

Section 3. Corporate Records. The books of the Corporation may be kept at such place within or without the State of Delaware as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors.

ARTICLE VII

Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the General Corporation Law or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the General Corporation Law, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors,

and/or on all the stockholders or class of stockholders of the Corporation, as the case may be, and also on the Corporation.

ARTICLE VIII

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX

The Corporation reserves the right to amend or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.

* * *

3. That the foregoing amendment and restatement was approved by the holders of the requisite number of shares of this corporation in accordance with Section 228 of the General Corporation Law.

4. That this Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 5th day of January, 2017.

By: /s/ Marcus Hompesch
Marcus Hompesch, Chief Executive Officer