

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM417084

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	11/25/2013

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Valley Emergency Physicians Medical Group, Inc.		11/25/2013	Corporation: CALIFORNIA

## RECEIVING PARTY DATA

<b>Name:</b>	VEP HEALTHCARE, INC.
<b>Street Address:</b>	1001 Galaxy Way Suite 400
<b>City:</b>	Concord
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	94520
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
<b>Registration Number:</b>	4176148	WE'RE WORKING AT HIGH RPMS TO BETTER SER

## CORRESPONDENCE DATA

**Fax Number:** 9254828405  
*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:** 925-482-2811  
**Email:** ekatebian@vephealthcare.com  
**Correspondent Name:** Elmira Katebian  
**Address Line 1:** 1001 Galaxy Way, Suite 400  
**Address Line 4:** Concord, CALIFORNIA 94520

<b>NAME OF SUBMITTER:</b>	Elmira Katebian
<b>SIGNATURE:</b>	/Elmira Katebian/
<b>DATE SIGNED:</b>	02/23/2017

## Total Attachments: 5

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OP \$40.00 4176148



# Delaware

PAGE 1

## The First State

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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"VALLEY EMERGENCY PHYSICIANS MEDICAL GROUP, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "VEP HEALTHCARE, INC." UNDER THE NAME OF "VEP HEALTHCARE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 2013, AT 5:47 O'CLOCK P.M.


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

5371255 8100M

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0928677

DATE: 11-26-13

TRADEMARK  
REEL: 005993 FRAME: 0487

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**VALLEY EMERGENCY PHYSICIANS MEDICAL GROUP, INC.**  
(a California corporation)

**INTO**

**VEP HEALTHCARE, INC.**  
(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of the State of Delaware)

VALLEY EMERGENCY PHYSICIANS MEDICAL GROUP, INC., a corporation organized and existing under the laws of the State of California (the "Parent Corporation"), **DOES HEREBY CERTIFY THAT:**

**FIRST:** The Parent Corporation was incorporated on May 17, 1977, pursuant to the provisions of the General Corporation Law of the State of California (the "CGCL").

**SECOND:** The Parent Corporation owns all of the outstanding shares of the capital stock of VEP Healthcare, Inc., a corporation (the "Subsidiary Corporation") incorporated on July 22, 2013, pursuant to the General Corporation Law of the State of Delaware (the "DGCL").

**THIRD:** The Board of Directors of the Parent Corporation, at a meeting held on April 9, 2012, determined to merge the Parent Corporation into the Subsidiary Corporation and did, at such meeting, adopt the following resolutions:

**RESOLVED**, that the Board of Directors hereby determines that it is advisable, fair to and in the best interest of the Corporation and its shareholders that, following the conversion of the Corporation into a non-professional stock corporation, and subject to approval by the shareholders of the Corporation, the Corporation merge with and into a newly formed subsidiary of the Corporation to be incorporated under the General Corporation Law of the State of Delaware under the name "VEP Healthcare, Inc." ("VEP"); and further

**RESOLVED**, that such merger shall be effected pursuant to the terms and conditions of an Agreement and Plan of Merger in substantially the form heretofore reviewed by the Board of Directors and attached as an exhibit to the Proxy Statement; and further

RESOLVED, that VEP shall be possessed of all the estate, property, rights, privileges and franchises of the Corporation and shall assume all of the liabilities and obligations of the Corporation; and further

RESOLVED, that upon the consummation of the proposed merger, the holder of each share of the Corporation's common stock shall receive in exchange therefor one share of the common stock of VEP and shall have no further claims of any kind or nature; and all of the shares of the common stock of VEP issued and outstanding immediately prior to the consummation of the merger shall be cancelled and retired; and further

RESOLVED, that the Board of Directors hereby directs that the proposed merger, and in connection therewith, the proposed Agreement and Plan of Merger, be submitted to the shareholders of the Corporation for approval at a duly called and noticed meeting of the shareholders, that the Board of Directors hereby recommends that the same be approved by the Corporation's shareholders as being in the best interests of the Corporation and its shareholders, and that upon the affirmative vote of the holders of a majority of the outstanding shares of the common stock of this corporation, the merger and the Agreement and Plan of Merger shall be deemed approved; and further

RESOLVED, that upon approval thereof by the shareholders of the Corporation, each officer of this corporation be and hereby is authorized, empowered, in the name and on behalf of this corporation, to execute and deliver the Agreement and Plan of Merger and to execute and to file with the Secretaries of State of the States of Delaware and California, a Certificate of Ownership and Merger to merge this corporation with and into VEP; and further

RESOLVED, that each officer of the Corporation is hereby authorized and empowered to take all such further actions and to execute and deliver, in the name and on behalf of the Corporation, any and all such further documents and instruments, and to pay all such expenses, as such officer may determine to be necessary or advisable to effectuate such merger, the taking of such actions, the execution and delivery of such documents and instruments and the payment of such expenses being conclusive evidence of such determination.

**FOURTH:** The merger of the Parent Corporation into the Subsidiary Corporation was approved by the holders of a majority of the outstanding shares of the common stock of the Parent Corporation at a duly called and noticed special meeting of shareholders held on April 28, 2012, whereupon such merger was, in accordance with the CGCL and the DGCL, authorized and approved.

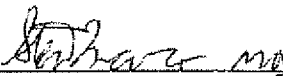
**FIFTH:** Upon the consummation of the merger, and pursuant to the resolutions duly adopted by the Board of Directors and shareholders of the Parent Corporation, each holder of shares of the Parent Corporation's common stock shall receive in exchange therefor an

equivalent number of shares of the common stock of the Subsidiary Corporation and shall have no further claims of any kind or nature; and all of the shares of the common stock of the Subsidiary Corporation issued and outstanding immediately prior to the consummation of the merger shall be cancelled and retired.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Parent Corporation has caused this Certificate of  
Ownership and Merger to be signed by an authorized officer this 25<sup>th</sup> day of November, 2013.

VALLEY EMERGENCY PHYSICIANS  
MEDICAL GROUP, INC.

By:   
Name: Steven Maron, M.D.  
Title: President