

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM421092

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/24/2017

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
BREATHE TECHNOLOGIES, INC.		03/24/2017	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	BREATHE TECHNOLOGIES, INC.
Street Address:	175 TECHNOLOGY DRIVE
Internal Address:	SUITE 100
City:	IRVINE
State/Country:	CALIFORNIA
Postal Code:	92618
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	3969045	BREATHE TECHNOLOGIES
Registration Number:	4154573	NIOV
Serial Number:	87095966	LIFE2000H
Serial Number:	87066672	BREATHE PILLOWS INTERFACE
Serial Number:	87066659	PROPORTIONAL OPEN VENTILATION
Serial Number:	87066669	PROPORTIONAL VOLUME OPEN VENTILATION
Serial Number:	87066663	PVOV
Serial Number:	87066644	POV
Serial Number:	87047303	LIFE2000I
Serial Number:	86912123	UNIVERSAL CIRCUIT
Serial Number:	86801226	AIR2 TECHNOLOGY
Serial Number:	86801228	
Serial Number:	86801230	
Serial Number:	86801233	
Serial Number:	86523194	LIFE3000
Serial Number:	86336763	LIFE2000
Serial Number:	86323317	LIVE LONG AND BREATHE

TRADEMARK

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: 949-855-1246**Email:** rlau@stetinalaw.com**Correspondent Name:** MARK B. GARRED**Address Line 1:** 75 ENTERPRISE**Address Line 2:** SUITE 250**Address Line 4:** ALISO VIEJO, CALIFORNIA 92656

ATTORNEY DOCKET NUMBER:	BRTHE-000
NAME OF SUBMITTER:	Mark B. Garred
SIGNATURE:	/mbg/
DATE SIGNED:	03/24/2017

Total Attachments: 3

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Delaware

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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 MERGER, WHICH MERGES:

"BREATHE TECHNOLOGIES, INC.", A DELAWARE CORPORATION, WITH AND INTO "BREATHE ACQUISITION CORP." UNDER THE NAME OF "BREATHE TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2017, AT 2:50 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

6333410 8100M
SR# 20172006101

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

Authentication: 202262864
Date: 03-24-17

TRADEMARK
REEL: 006023 FRAME: 0574

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
BREATHE TECHNOLOGIES, INC.
(a Delaware corporation)
WITH AND INTO
BREATHE ACQUISITION CORP.
(a Delaware corporation)**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law (the “DGCL”), the undersigned submits and certifies the following Certificate of Merger for the purpose of effecting a merger of domestic corporations under the DGCL.

1. The name of each constituent corporation is Breathe Technologies, Inc., a Delaware corporation (the “**Company**”), and Breathe Acquisition Corp., a Delaware corporation (“**Purchaser**”).

2. The Agreement and Plan of Merger, dated as of March 24, 2017 (the “**Merger Agreement**”), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL, and the stockholders of each of the constituent corporations have given their consent thereto in accordance with Section 228 of the DGCL.

3. Pursuant to the Merger Agreement, the Company will merge with and into Purchaser, with Purchaser as the surviving corporation. The name of the surviving corporation shall change its name from “BREATHE ACQUISITION CORP.” to “BREATHE TECHNOLOGIES, INC.” a Delaware corporation (the “**Surviving Corporation**”).

4. Effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware, the Second Amended and Restated Certificate of Incorporation of Purchaser shall become the Certificate of Incorporation of the Surviving Corporation.

5. The merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the provisions of Sections 103 and 251(c) of the DGCL.

6. The Merger Agreement is on file at 175 Technology Drive, Suite 100, Irvine, CA 92618, the principal place of business of the Surviving Corporation.

7. An executed copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the constituent corporations.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by an authorized officer, the 24th of March, 2017.

BREATHE ACQUISITION CORP.

By: /s/Lawrence A. Mastrovich

Name: Lawrence A. Mastrovich

Title: President and Chief Executive Officer