

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM429530

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME		
<b>EFFECTIVE DATE:</b>	05/31/2017		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Alessi Technologies, LLC		05/31/2017	Limited Liability Company: MICHIGAN
<b>NEWLY MERGED ENTITY DATA</b>			
<b>Name</b>	<b>Execution Date</b>	<b>Entity Type</b>	
Aquaro Histology, Inc.	05/31/2017	Corporation: DELAWARE	
<b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>			
<b>Name:</b>	Aquaro Histology, Inc.		
<b>Street Address:</b>	1777 Highland Dr., Suite F		
<b>City:</b>	Ann Arbor		
<b>State/Country:</b>	MICHIGAN		
<b>Postal Code:</b>	48108		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	86300918	AQUARO BIOSYSTEMS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2483513082		
<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>	(734) 222-4776		
<b>Email:</b>	jbidorf@jaffelaw.com		
<b>Correspondent Name:</b>	Jeremy D. Bisdorf		
<b>Address Line 1:</b>	535 W. William St., Suite 400S		
<b>Address Line 4:</b>	Ann Arbor, MICHIGAN 48103		
<b>NAME OF SUBMITTER:</b>	Jeremy D. Bisdorf		
<b>SIGNATURE:</b>	/jdb/		
<b>DATE SIGNED:</b>	06/01/2017		

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**Total Attachments: 5**

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**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS**

**FILING ENDORSEMENT**

***This is to Certify that the CERTIFICATE OF MERGER***

***for***

***ALESSI TECHNOLOGIES, LLC***

***ID NUMBER: D4199U***

***received by facsimile transmission on May 31, 2017 is hereby endorsed.***

***Filed on May 31, 2017 by the Administrator.***

***This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.***



*Sent by Facsimile Transmission*

***In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 31st day of May, 2017.***

*Julia Dale*

***Julia Dale, Director  
Corporations, Securities & Commercial Licensing Bureau***

**AGREEMENT, PLAN AND CERTIFICATE OF MERGER**

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into as of May 31, 2017, by and between ALESSI TECHNOLOGIES, LLC, a Michigan limited liability company, and AQUARO HISTOLOGY, INC., a Delaware corporation, under the Michigan Act 23, Public Acts of 1993 (the "Michigan Act") and Section 264 of the General Corporation Law of the State of Delaware (the "DGCL").

AQUARO HISTOLOGY, INC. is the parent of, and owns all of the outstanding equity interests in, ALESSI TECHNOLOGIES, LLC. ALESSI TECHNOLOGIES, LLC and AQUARO HISTOLOGY, INC., agree to, and do hereby, effect the merger of ALESSI TECHNOLOGIES, LLC with and into AQUARO HISTOLOGY, INC., pursuant to which ALESSI TECHNOLOGIES, LLC will cease to exist and AQUARO HISTOLOGY, INC. will be the surviving corporation (the "Merger"), on the terms and conditions set forth below, effective as of the Effective Date (defined below):

**1. CONSTITUENT COMPANIES**

- a. The name and state of organization of each of the constituent companies involved in the Merger, its state identification number, and its date of organization are:

<u>Name</u>	<u>State of Organization</u>	<u>ID Number</u>	<u>Date of Organization</u>
ALESSI TECHNOLOGIES, LLC	Michigan	D4199U	4/8/2010
AQUARO HISTOLOGY, INC.	Delaware	6409216	5/12/17

- b. The name of the surviving corporation of the Merger (the "Surviving Corporation") and its identification number is:

"AQUARO HISTOLOGY, INC.", a Delaware corporation 6409216

**2. TERMS AND EFFECT OF MERGER**

- a. On the Effective Date, ALESSI TECHNOLOGIES, LLC will cease to exist separately, and will be merged with and into AQUARO HISTOLOGY, INC. in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the Michigan Act and the DGCL.
- b. There are 1,000,000 shares of stock authorized for AQUARO HISTOLOGY, INC., of which 6,480 are designated as Class A Common Stock, all of which are issued and outstanding, and 993,520 of which are designated as Class B Common Stock, of which 108,108 are issued and outstanding. On the Effective Date, on consummation

of the Merger, the stockholders of, and their interests in, the Surviving Corporation will be the same as those of AQUARO HISTOLOGY, INC., prior to the consummation of the Merger.

- c. On the Effective Date, on consummation of the Merger, all of the membership interests of ALESSI TECHNOLOGIES, LLC will be cancelled without consideration.
- d. The Merger shall have the effects set forth in the DGCL, including without limitation, Section 259 of the DGCL. Without limiting the generality of the foregoing, from the Effective Date, (a) all the properties, rights, privileges, immunities, powers and franchises of ALESSI TECHNOLOGIES, LLC and AQUARO HISTOLOGY, INC. shall vest in the Surviving Corporation, and (b) all debts, liabilities, obligations and duties of ALESSI TECHNOLOGIES, LLC and AQUARO HISTOLOGY, INC. shall become the debts, liabilities, obligations and duties of the Surviving Corporation.

### 3. CERTIFICATE OF INCORPORATION; BYLAWS

On the Effective Date: (a) the Certificate of Incorporation of AQUARO HISTOLOGY, INC. as in effect immediately prior to the Effective Date hereto shall be the certificate of incorporation of the Surviving Corporation until thereafter amended in accordance with the terms thereof or as provided by applicable law and (b) the by-laws of AQUARO HISTOLOGY, INC. as in effect immediately prior to the Effective Date shall be the by-laws of the Surviving Corporation, until thereafter amended in accordance with the terms thereof or as provided by applicable law

### 4. DIRECTORS AND OFFICERS

The directors and officers of AQUARO HISTOLOGY, INC. immediately prior to the Effective Date shall be the directors of the Surviving Corporation from and after the Effective Date and shall hold office until the earlier of their respective death, resignation or removal or their respective successors are duly elected or appointed and qualified in the manner provided for in the certificate of incorporation and bylaws of the Surviving Corporation or as otherwise provided by the DGCL.

### 5. FILING OF AGREEMENT; EFFECTIVE DATE

- a. To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Michigan Department of Licensing and Regulatory Affairs, pursuant to and in accordance with the Michigan Act and (ii) the Delaware Secretary of State, pursuant to and in accordance with the DGCL.
- b. The effective date and time of the Merger (the "Effective Date") is upon filing.

## **6. ADOPTION AND APPROVAL**

This Agreement has been adopted, approved and executed, without a meeting, by the sole member and managers of ALESSI TECHNOLOGIES, LLC and the Board of Directors of AQUARO HISTOLOGY, INC., in accordance with the provisions of the Michigan Act and the DGCL, as is appropriate.

## **7. COPIES OF THIS AGREEMENT**

An original, executed copy of this Agreement will remain on file at AQUARO HISTOLOGY, INC.'s principal place of business, the address of which is 1777 Highland Dr., Suite F, Ann Arbor, Michigan 48108. A copy of this Agreement will be provided by AQUARO HISTOLOGY, INC., upon request and without cost to any member of ALESSI TECHNOLOGIES, LLC or any stockholder of AQUARO HISTOLOGY, INC..

## **8. MERGER PERMITTED UNDER MICHIGAN AND DELAWARE LAW**

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Delaware.

## **9. COUNTERPARTS**

This Agreement, Plan and Certificate of Merger may be executed in two or more counterparts, each of which shall be deemed an original, and all of which shall constitute one instrument.

[Signatures to follow on next page]

IN WITNESS WHEREOF, the undersigned have caused this Agreement, Plan and Certificate of Merger to be executed as of the day and year first above written.

ALESSI TECHNOLOGIES, LLC, a Michigan  
limited liability company

By: Alberto Elli  
Alberto Elli, Manager

AQUARO HISTOLOGY, INC., a Delaware  
corporation

By: Alberto Elli  
Alberto Elli, CEO

05/31/2017 8:38AM (GMT-04:00)