

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM447786

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME		
EFFECTIVE DATE:	03/14/2016		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
U.S. HealthWorks Holding Company, Inc.		03/14/2016	Corporation: DELAWARE
NEWLY MERGED ENTITY DATA			
Name	Execution Date	Entity Type	
U.S. Healthworks, Inc.	03/14/2016	Corporation: DELAWARE	
MERGED ENTITY'S NEW NAME (RECEIVING PARTY)			
Name:	U.S. Healthworks, Inc.		
Street Address:	25124 Springfield Court, Suite 200		
City:	Valencia		
State/Country:	CALIFORNIA		
Postal Code:	91355		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3336550	THE RIGHT CARE, RIGHT AWAY	
Registration Number:	3457976	U.S. HEALTHWORKS	
CORRESPONDENCE DATA			
Fax Number:	3109966972		
<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:	310-312-4215		
Email:	JSlusser@manatt.com, GKDelcoure@manatt.com, IPDocket@manatt.com		
Correspondent Name:	Jessica J. Slusser		
Address Line 1:	11355 W. Olympic Blvd.		
Address Line 4:	Los Angeles, CALIFORNIA 90064		
ATTORNEY DOCKET NUMBER:	23708-057		
NAME OF SUBMITTER:	Kate Delcoure		

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SIGNATURE:	/G. Kate Delcoure/
DATE SIGNED:	10/18/2017
Total Attachments: 4 source=U.S. HealthWorks, Inc. - Merger (Step 1 - US. HealthWorks into U.S. HealthWorks Holding Co and name change)#page1.tif source=U.S. HealthWorks, Inc. - Merger (Step 1 - US. HealthWorks into U.S. HealthWorks Holding Co and name change)#page2.tif source=U.S. HealthWorks, Inc. - Merger (Step 1 - US. HealthWorks into U.S. HealthWorks Holding Co and name change)#page3.tif source=U.S. HealthWorks, Inc. - Merger (Step 1 - US. HealthWorks into U.S. HealthWorks Holding Co and name change)#page4.tif	

Delaware

The First State

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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:

"U.S. HEALTHWORKS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "U.S. HEALTHWORKS HOLDING COMPANY, INC." UNDER THE NAME OF "U.S. HEALTHWORKS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF MARCH, A.D. 2016, AT 4:37 O`CLOCK P.M.

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




Jeffrey W. Bullock, Secretary of State

2803714 8100M
SR# 20161646898

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

Authentication: 201981465
Date: 03-14-16

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REEL: 006184 FRAME: 0892

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP AND MERGER

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:37 PM 03/14/2016
FILED 04:37 PM 03/14/2016
SR 20161646898 - File Number 2803714

MERGING

U.S. HEALTHWORKS, INC.,
A DELAWARE CORPORATION,

WITH AND INTO

U.S. HEALTHWORKS HOLDING COMPANY, INC.,
A DELAWARE CORPORATION

Pursuant to Section 253 of the General Corporation Law of Delaware

U.S. HealthWorks, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"),

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of Delaware (the "**DGCL**") on the 4th day of October, 1995.

SECOND: That it owns 100% of the outstanding shares of the capital stock of U.S. HealthWorks Holding Company, Inc., a corporation organized pursuant to the provisions of the DGCL on the 2nd day of October, 1997 ("**U.S. HealthWorks Holding**").

THIRD: That its Board of Directors (the "**Board**") pursuant to an action by unanimous written consent dated February 24, 2016, determined to merge the Corporation into said U.S. HealthWorks Holding, and did adopt the following resolutions:

RESOLVED, that this Corporation merge itself into U.S. HealthWorks Holding, with U.S. HealthWorks Holding assuming all of the rights and obligations of the Corporation (the "**Merger**");

FURTHER RESOLVED, that the terms and conditions of the Merger are as follows:

Upon completion of the Merger, (i) USHW Holdings Corporation ("**USHW**"), the sole stockholder of the Corporation and the holder of 1,000 shares of Common Stock of the Corporation, shall receive an equivalent number of shares of the Common Stock of U.S. HealthWorks Holding and shall have no further claims of any kind or nature; (ii) all of the 1,000 shares of Common Stock of the Corporation held by USHW shall be surrendered and canceled; and (iii) all of the 1,000 shares of Common Stock of U.S.

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HealthWorks Holding held by the Corporation shall be surrendered and canceled.

FURTHER RESOLVED, that this resolution to merge be submitted to the sole stockholder of the Corporation in an action by written consent pursuant to Section 228 of the DGCL and in the event the sole stockholder of the Corporation votes in favor of this resolution that the Merger shall be deemed approved.

FOURTH: That the name of the surviving entity, U.S. HealthWorks Holding, be changed to “U.S. HealthWorks, Inc.” effective upon the effectiveness of the Merger.

FIFTH: That this Merger has been approved by the sole stockholder of the Corporation, which represents 100% of the outstanding shares of the capital stock of this Corporation, in an action by written consent pursuant to Section 228 of the DGCL.

SIXTH: This Merger shall be effective as of the filing of this Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

(Signature page follows.)

IN WITNESS WHEREOF, said parent corporation has caused this Certificate of Ownership and Merger to be executed in its name as of March 14, 2016.

U.S. HealthWorks, Inc.

By: /s/ Joseph Mallas

Name: Joseph Mallas

Title: President and Chief
Executive Officer

SIGNATURE PAGE TO
CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
U.S. HEALTHWORKS, INC.,
A DELAWARE CORPORATION,
WITH AND INTO
U.S. HEALTHWORKS HOLDING COMPANY, INC.
A DELAWARE CORPORATION

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RECORDED: 10/18/2017

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