

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM474219

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|---|--------------------------------|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 05/15/2018 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Acer Therapeutics Inc. | | 05/15/2018 | Corporation: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Acer Therapeutics Inc. | | |
| Street Address: | 300 Washington Street | | |
| Internal Address: | One Gateway Center, Suite 351 | | |
| City: | Newton | | |
| State/Country: | MASSACHUSETTS | | |
| Postal Code: | 02458 | | |
| Entity Type: | Corporation: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 87361176 | EDSIVO | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 6174287045 | | |
| <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: | 6174280200 | | |
| Email: | docket@clarkelbing.com | | |
| Correspondent Name: | J. Cooper McDonald | | |
| Address Line 1: | Clark+Elbing LLP | | |
| Address Line 2: | 101 Federal Street, 15th Floor | | |
| Address Line 4: | Boston, MASSACHUSETTS 02110 | | |
| NAME OF SUBMITTER: | Jan N. Tittel | | |
| SIGNATURE: | /Jan N. Tittel/ | | |
| DATE SIGNED: | 05/16/2018 | | |
| Total Attachments: 4 | | | |
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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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"ACER THERAPEUTICS INC.", A DELAWARE CORPORATION,
WITH AND INTO "ACER REINCORPORATION, INC." UNDER THE NAME OF "ACER THERAPEUTICS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MAY, A.D. 2018, AT 9:06 O`CLOCK A.M.

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




Jeffrey W. Bullock, Secretary of State

6886077 8100M
SR# 20183743417

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

Authentication: 202693753
Date: 05-15-18

TRADEMARK
REEL: 006398 FRAME: 0244

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:17 AM 05/15/2018
FILED 09:06 AM 05/15/2018
SR 20183743417 - File Number 6886077

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING**

ACER THERAPEUTICS INC.,
a Delaware corporation
WITH AND INTO
ACER REINCORPORATION, INC.,
a Delaware corporation

Pursuant to Section 253 of the Delaware General Corporation Law, **ACER REINCORPORATION, INC.**, a Delaware corporation organized and existing under and by virtue of the laws of the State of Delaware ("**Parent**"),

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the General Corporation Law of the State of Delaware.

SECOND: That it owns 100% of the outstanding stock of Acer Therapeutics Inc., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware ("**Subsidiary**").

THIRD: The Board of Directors of Parent (the "**Board**") has adopted the resolutions as of March 1, 2018 attached as Exhibit A hereto approving the merger of Subsidiary with and into Parent, with Parent as the surviving corporation.

FOURTH: The Certificate of Incorporation of Parent shall be the Certificate of Incorporation of the surviving corporation, except that name of the surviving corporation shall be Acer Therapeutics Inc.

FIFTH: The proposed merger has been adopted, approved, certified, executed and acknowledged by the Board in accordance with the General Corporation Law of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, ACER REINCORPORATION, INC., a Delaware corporation, has caused this certificate to be signed by its President and Chief Executive Officer as of May 15, 2018.

ACER REINCORPORATION, INC.,
a Delaware corporation

By: /s/ Chris Schelling
Name: Chris Schelling
Title: President and Chief Executive Officer

EXHIBIT A
Board Resolutions

WHEREAS, Acer Therapeutics Inc., a Texas corporation (the “**Corporation**”), owns all of the issued and outstanding shares of capital stock of Acer Therapeutics Inc., a Delaware corporation (the “**Subsidiary**”);

WHEREAS, following the reincorporation of the Corporation to the State of Delaware by means of a statutory conversion (the “**Conversion**”), the Corporation (renamed Acer Reincorporation, Inc.) will continue to own all of the issued and outstanding shares of capital stock of the Subsidiary;

WHEREAS, it is deemed advisable and in the best interest of the Corporation and the Corporation’s stockholders that, promptly following the Conversion, the Corporation merge the Subsidiary with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law, with the separate existence of the Subsidiary ceasing upon effectiveness thereof, and the Corporation continuing as the surviving corporation and assuming all of the liabilities and obligations of the Subsidiary and succeeding to all of its assets (the “**Merger**”); and

WHEREAS, it is deemed advisable and in the best interest of the Corporation and the Corporation’s stockholders that following the Merger, the name of the surviving corporation be changed to Acer Therapeutics Inc.

NOW, THEREFORE, BE IT RESOLVED, that upon effectiveness of the Conversion, the Merger be, and hereby is, approved;

RESOLVED FURTHER, that the Chief Executive Officer, President and any other officer of the Corporation (each such person, an “**Authorized Officer**”) be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and, following the Conversion, to file the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and pay any fees related to such filing; and

RESOLVED FURTHER, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.