

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM487717

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	02/28/2014
RESUBMIT DOCUMENT ID:	900456270

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Envirotest Systems Holdings Corp.		02/28/2014	Corporation: DELAWARE

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
Envirotest Corp.	02/28/2014	Corporation: DELAWARE

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	Envirotest Corp.
Street Address:	7 Kripes Road
City:	East Granby
State/Country:	CONNECTICUT
Postal Code:	06026
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2922076	ACCUSCAN
Registration Number:	2287365	ENVIROTEST
Registration Number:	3435045	RAPIDPASS
Registration Number:	2284859	

CORRESPONDENCE DATA

Fax Number: 6169755505

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: 6169755500

Email: vredeveld@gardner-linn.com

Correspondent Name: Gardner, Linn, Burkhart & Ondersma, LLP

Address Line 1: 2851 Charlevoix Drive SE

Address Line 2: Suite 207

Address Line 4: Grand Rapids, MICHIGAN 49546

ATTORNEY DOCKET NUMBER: SYS02 T-300

NAME OF SUBMITTER: Karl T. Ondersma

SIGNATURE: /Karl T. Ondersma/

DATE SIGNED: 08/28/2018

Total Attachments: 8

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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 MERGER, WHICH MERGES:

"UNO RESPITEST, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ENVIROTEST SYSTEMS HOLDINGS CORP." UNDER THE NAME OF "ENVIROTEST CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2014, AT 12:25 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 2014, AT 11:59 O'CLOCK P.M.

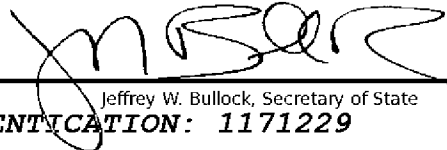
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2870604 8100M

140267160

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1171229

DATE: 02-28-14

TRADEMARK
REEL: 006423 FRAME: 0446

CERTIFICATE OF MERGER

MERGING

UNO RESPITEST, INC.,
a Delaware corporation

WITH AND INTO

ENVIROTEST SYSTEMS HOLDINGS CORP.,
a Delaware corporation

This Certificate of Merger (this "Certificate") is being executed and filed pursuant to Sections 103 and 251 of the Delaware General Corporation Law (the "DGCL"). The undersigned, Envirotest Systems Holdings Corp. (the "Company"), hereby certifies that:

FIRST: The name and state of incorporation of each of the domestic corporations which is to merge (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Domicile</u>	<u>Type of Business Entity</u>
Envirotest Systems Holdings Corp.	Delaware	Corporation
Uno Respitest, Inc.	Delaware	Corporation

SECOND: An Agreement and Plan of Merger, dated as of November 6, 2013 (the "Merger Agreement"), by and among the Company, Opus Inspection, Inc., a Delaware corporation ("Purchaser") and Uno Respitest, Inc., a Delaware corporation ("Merger Subsidiary"), providing for the merger (the "Merger") of Merger Subsidiary with and into the Company (as such, the "Surviving Corporation"), has been approved, adopted, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the DGCL and their respective governing documents.

THIRD: The effective time of the Merger shall be 11:59 p.m., Eastern Standard Time, on February 28, 2014 (the "Effective Time").

FOURTH: Effective as of the Effective Time, the certificate of incorporation of the Surviving Corporation shall be amended and restated to be the amended and restated certificate of incorporation attached as Exhibit A hereto (the "Restated Certificate").

FIFTH: The name of the Surviving Corporation is "Envirotest Systems Holdings Corp." and, effective as of the Effective Time and pursuant to the Restated Certificate, will change to "Envirotest Corp." The Surviving Corporation will continue in existence under the laws of the State of Delaware.

SIXTH: The executed Merger Agreement is on file at the place of business of the Surviving Corporation at the following address: 200 Day Hill Road, Suite 210, Windsor, Connecticut 06095.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed as of February 28, 2014.

ENVIROTEST SYSTEMS HOLDINGS CORP.

By: 

Name: Laurence Hurwitz

Title: Senior Vice President,
Secretary and General Counsel

[Signature Page to Certificate of Merger]

TRADEMARK
REEL: 006423 FRAME: 0449

Exhibit A

Amended & Restated Certificate of Incorporation of Envirotest Corp.

(See Attached)

**AMENDED & RESTATED
CERTIFICATE OF INCORPORATION
of
ENVIROTEST CORP.**

**ARTICLE I
ENTITY NAME AND TYPE**

The name of the corporation is Envirotest Corp. (the "Corporation").

**ARTICLE II
REGISTERED AGENT AND OFFICE**

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, State of Delaware 19808. The name of the registered agent of the Corporation at such address is the Corporation Trust Company.

**ARTICLE III
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the DGCL.

**ARTICLE IV
AUTHORIZED SHARES**

The total authorized capital stock of the Company shall consist of 600,000 shares of Common Stock, par value \$.01 per share, of which 100,000 shares are issued and outstanding.

**ARTICLE V
EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE VI
LIMITATION OF DIRECTORS' LIABILITY**

The Corporation shall indemnify its officers and Directors (a "D&O Indemnified Party") to the extent permitted by the DGCL. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Notwithstanding anything contained in this Article VI, pursuant to the applicable provisions of the DGCL, no D&O Indemnified Party shall be entitled to indemnification for actions not in good faith and not in a manner such D&O Indemnified Person reasonably believed to be in the best interests of the Company, and, with respect to any criminal action or proceeding, conduct for which such D&O Indemnified Person had reasonable cause to believe was unlawful.

Any repeal or modification of this Article VI by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM479782

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
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RECEIVING PARTY DATA			
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Phone:	6169755500		
Email:	vredeveld@gardner-linn.com		
Correspondent Name:	Gardner, Linn, Burkhart & Ondersma, LLP		
Address Line 1:	2851 Charlevoix Drive SE		
Address Line 2:	Suite 207		
Address Line 4:	Grand Rapids, MICHIGAN 49546		
NAME OF SUBMITTER:	Karl T. Ondersma		
SIGNATURE:	/Karl T. Ondersma/		
DATE SIGNED:	06/28/2018		
Total Attachments: 7			
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