

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM493530

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/03/2018		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Catalina Lifesciences, Inc.		10/03/2018	Corporation:
RECEIVING PARTY DATA			
Name:	Metagenics, Inc.		
Street Address:	25 Enterprise, Suite 200		
Internal Address:	Attn Jennifer Pence		
City:	Aliso Viejo		
State/Country:	CALIFORNIA		
Postal Code:	92656		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2987457	BARIATRIC ADVANTAGE	
CORRESPONDENCE DATA			
Fax Number:			
<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>			
Email:	jenniferpence@metagenics.com		
Correspondent Name:	Metagenics, Inc.		
Address Line 1:	25 Enterprise, Suite 200		
Address Line 2:	Attn Jennifer Pence		
Address Line 4:	Aliso Viejo, CALIFORNIA 92656		
NAME OF SUBMITTER:	Jennifer Pence		
SIGNATURE:	/Jennifer Pence/		
DATE SIGNED:	10/11/2018		
Total Attachments: 4			
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OP \$40.00 2987457

Delaware

The First State

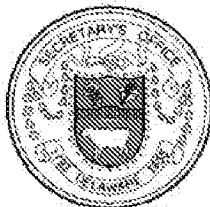
Page 1

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 MERGER, WHICH MERGES:

"CATALINA LIFESCIENCES, INC.", A DELAWARE CORPORATION, WITH AND INTO "METAGENICS, INC." UNDER THE NAME OF "METAGENICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE THIRD DAY OF OCTOBER, A.D. 2018, AT 1:21 O`CLOCK P.M.

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

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




Jeffrey W. Bullock, Secretary of State

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SR# 20186962882

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

Authentication: 203545717
Date: 10-03-18

TRADEMARK
REEL: 006454 FRAME: 0452

STATE OF DELAWARE

CERTIFICATE OF OWNERSHIP AND MERGER
MERCING
CATALINA LIFESCIENCES, INC.
(a Delaware corporation)
WITH AND INTO
METAGENICS, INC.
(a Delaware corporation)

Metagenics, Inc., a corporation organized and existing under and by virtue of the laws of the State of Delaware (the "Company"), in accordance with the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL"), DOES HEREBY CERTIFY THAT:

FIRST: The Company was incorporated on February 10, 2006 pursuant to the DGCL.

SECOND: The Company owns all of the outstanding shares of capital stock of Catalina Lifesciences, Inc., a Delaware corporation (the "Subsidiary").

THIRD: On July 30, 2018, the Board of Directors (the "Board") of the Company adopted the following resolutions to merge the Subsidiary with and into the Company:

WHEREAS, the Company owns 100% of the issued and outstanding shares of capital stock of Catalina Lifesciences, Inc., a Delaware corporation (the "Subsidiary");

WHEREAS, the Board has deemed it to be advisable and in the best interests of the Company that the Subsidiary merge with and into the Company, with the Company being the surviving corporation (the "Merger"); and

WHEREAS, the parties intend that the Merger be treated for U.S. federal income tax purposes as a tax-free reorganization under Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and that this consent, together with a certificate of ownership and merger between the Company and Subsidiary to effect the Merger (the "Certificate of Ownership and Merger"), and all related documents and consents, shall constitute a plan of reorganization within the meaning of the Treasury Regulations promulgated under Section 368 of the Code.

NOW, THEREFORE, BE IT RESOLVED, that the Merger, pursuant to the provisions of Section 253 of the DGCL, is hereby authorized and approved;

RESOLVED FURTHER, that the issued shares of the Subsidiary owned by the Company shall not be converted in any manner, but each said share which is issued as of the effective date of the Merger shall be surrendered and extinguished;

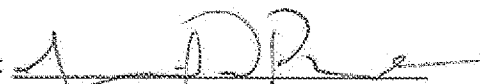
RESOLVED FURTHER, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed, on behalf of the Company to (i) to prepare and execute a Certificate of Ownership and Merger, and to file or cause to be filed said Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and (ii) to execute such other documents and take such other actions as such officer or officers shall deem to be necessary, appropriate or advisable in order to carry out the intent and purposes of the foregoing resolutions; and

RESOLVED FURTHER, that all acts and deeds previously performed by the officers of the Company prior to the date of these resolutions that are within the authority conferred hereby, are ratified, confirmed and approved in all respects as the authorized acts and deeds of the Company.

(Signature page follows)

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by an authorized officer this 30th day of July, 2018.

METAGENICS, INC.

By: 
Name: Jennifer Pence
Title: Assistant Secretary

[Signature Page to Delaware Certificate of Ownership and Merger]

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RECORDED: 10/11/2018

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