

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM495319

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER AND CHANGE OF NAME
<b>EFFECTIVE DATE:</b>	10/03/2012

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Reach Health, Inc.		10/03/2012	Corporation: GEORGIA

**NEWLY MERGED ENTITY DATA**

Name	Execution Date	Entity Type
Reach Health Sub, Inc.	10/03/2012	Corporation: DELAWARE

**MERGED ENTITY'S NEW NAME (RECEIVING PARTY)**

<b>Name:</b>	Reach Health, Inc.
<b>Street Address:</b>	4501 North Point Parkway, Ste. 100
<b>City:</b>	Alpharetta
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30022
<b>Entity Type:</b>	Corporation: DELAWARE

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
<b>Registration Number:</b>	5077205	REACH CLINICAL WIDGET
<b>Registration Number:</b>	4696510	REACH HEALTH
<b>Registration Number:</b>	4696509	REACH
<b>Registration Number:</b>	4696508	POWERING TELEMEDICINE
<b>Registration Number:</b>	4534038	REACH
<b>Registration Number:</b>	4147436	REACH HEALTH

**CORRESPONDENCE DATA**

Fax Number: 8015786999

*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: (801) 328-3131

Email: tm-slc@stoel.com

Correspondent Name: Catherine Parrish Lake

Address Line 1: 201 South Main Street, Suite 1100

Address Line 4: Salt Lake City, UTAH 84111

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<b>NAME OF SUBMITTER:</b>	Catherine Parrish Lake
<b>SIGNATURE:</b>	/Catherine Parrish Lake/
<b>DATE SIGNED:</b>	10/24/2018
<b>Total Attachments: 3</b> source=Reach Health Merger and NC#page1.tif source=Reach Health Merger and NC#page2.tif source=Reach Health Merger and NC#page3.tif	

CERTIFICATE OF MERGER  
OF  
REACH HEALTH, INC.  
WITH AND INTO  
REACH HEALTH SUB, INC.

REACH Health Sub, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), does hereby certify that:

1. The names and states of incorporation of the constituent corporations participating in the merger are:

<u>Name</u>	<u>State of Incorporation</u>
REACH Health, Inc.	Georgia
REACH Health Sub, Inc.	Delaware

2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 252 of the DGCL.

3. The name of the surviving corporation in the merger shall be REACH Health Sub, Inc. (the "Surviving Corporation").

4. The certificate of incorporation of REACH Health Sub, Inc., as in effect immediately prior to the merger, shall be amended at the effective time of the merger to read in its entirety as set forth on *Exhibit A* hereto and as so amended shall be the certificate of incorporation of the Surviving Corporation until thereafter changed or amended as provided therein or by applicable law.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is 10745 Westside Way, Suite 350, Alpharetta, GA 30009.

6. The authorized capital stock of REACH Health, Inc. prior to the merger is 23,958,778 shares of capital stock, consisting of 15,000,000 shares of common stock, no par value per share and 8,958,778 shares of preferred stock, no par value per share.

7. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the constituent corporations.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by its duly authorized officer this 3<sup>rd</sup> day of October, 2012.

REACH HEALTH SUB, INC.

By: /s/ Richard Otto

Name: Richard Otto

Title: President

Exhibit A

AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
REACH HEALTH SUB, INC.

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
REACH HEALTH SUB, INC.**

**FIRST:** The name of this corporation is REACH Health, Inc. (the "Corporation").

**SECOND:** The address of the registered office of the Corporation in the State of Delaware is 2711 Centerville Road, Suite 400, City of Wilmington, 19808, County of New Castle; and the name of the registered agent of the corporation in the State of Delaware at such address is Corporation Service Company.

**THIRD:** The nature of the business of, or purposes to be conducted or promoted by, the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

**FOURTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is Twenty-Three Million Nine Hundred Fifty-Eight Thousand Seven Hundred Seventy-Eight (23,958,778) shares, consisting of: (i) Fifteen Million (15,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and (ii) Eight Million Nine Hundred Fifty-Eight Thousand Seven Hundred Seventy-Eight (8,958,778) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

The following is a statement of the designations and the powers, preferences and rights and the qualifications, limitations or restrictions of the capital stock of the Corporation.

**A. COMMON STOCK**

**1. GENERAL.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights, powers and preferences of the holders of the Preferred Stock set forth herein.

**2. VOTING.** The holders of the Common Stock are entitled to one vote for each share of Common Stock held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. Irrespective of the provisions of Section 242(b)(2) of the DGCL (and as permitted by Section 242(b)(2) of the DGCL), the number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation entitled to vote, in addition to any vote of the holders of one or more series of Preferred Stock that may be required by the terms of this Certificate of Incorporation or other contractual arrangements, without the separate vote of the holders of the Common Stock as a class.

**3. DIVIDENDS.** Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors and subject to any preferential dividend rights of any then outstanding Preferred Stock.

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