

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM544336

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/29/2018		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
EXP Pharmaceutical Services Corp.		01/11/2018	Corporation:
RECEIVING PARTY DATA			
Name:	Med-Turn, Inc.		
Street Address:	635 Vine Street		
City:	Winston-Salem		
State/Country:	NORTH CAROLINA		
Postal Code:	27101		
Entity Type:	Corporation: TEXAS		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Registration Number:	2928113	DIFFERENT & BETTER	
Registration Number:	4048478	EXP	
Registration Number:	3507790	EXP PHARMACEUTICAL SERVICES CORP.	
Registration Number:	4530738	EXPIDENTIFY	
Registration Number:	4528557	MEDICAL DEVICE RENEWAL	
CORRESPONDENCE DATA			
Fax Number:	3366077500		
<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:	336-607-7300		
Email:	tmadmin@kilpatricktownsend.com		
Correspondent Name:	Laura Miller, Esquire		
Address Line 1:	1100 Peachtree Street, Suite 2800		
Address Line 2:	Mailstop: IP Docketing - 22		
Address Line 4:	Atlanta, GEORGIA 30309		
NAME OF SUBMITTER:	Laura Miller, Attorney of Record, NC Bar		
SIGNATURE:	/laura miller/		
DATE SIGNED:	10/08/2019		

OP \$140.00 2928113

Total Attachments: 11

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Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Rolando B. Pablos
Secretary of State

Office of the Secretary of State

FILED *MMW*
Secretary of State *VM*
State of California

FEB 08 2018

IPC

The undersigned, as Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Med-Turn, Inc.
Filing Number: 801046870

Certificate of Merger

January 12, 2018

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on February 14, 2018.



Rolando B. Pablos
Secretary of State

Come visit us on the internet at <http://www.sos.state.tx.us/>

Phone: (512) 463-5555
Prepared by: SOS-WEB

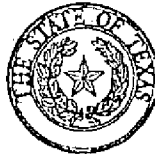
Fax: (512) 463-5709
TID: 10266

Dial: 7-1-1 for Relay Services
Document: 704225000003

TRADEMARK

REEL: 006766 FRAME: 0051

Form 623
(Revised 12/15)
Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: see instructions



Parent-Subsidiary
Certificate of Merger
Business Organizations Code

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
JAN 12 2018

Parties to the Merger

Corporations Section

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

Med-Turn, Inc.

Name of Organization

The organization is a for-profit corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

TX

State

Country

The file number, if any, is 0801046870

Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address

City

State

Country

Subsidiary 1

EXP Pharmaceutical Services Corp.

Name of Organization

The organization is a for-profit corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)

CA

State

USA

Country

The file number, if any, is _____

Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

c/o Cogency Global Inc., 1325 J Street, Suite 1550

Sacramento

CA USA

Street Address

City

State

Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

Number of ownership interests outstanding	Class	Series	Number owned by parent	Percentage Owned
1,000	Common		1,000	100%

The organization will survive the merger.

The organization will not survive the merger.

Subsidiary 2

Name of Organization

The organization is a _____
Specify organizational form (e.g., for-profit corporation)

It is organized under the laws of:

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Secretary of State

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The file number, if any, is:

State Country Texas Secretary of State file number
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 3

Name of Organization
The organization is a: It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

The file number, if any, is:
State Country Texas Secretary of State file number
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 01/11/2018
mm/dd/yyyy

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 2	Jurisdiction	Entity Type (See instructions)
Principal Place of Business Address	City	State Zip Code

Name of New Organization 3	Jurisdiction	Entity Type (See instructions)
Principal Place of Business Address	City	State Zip

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is accepted and filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: 12:01 a.m. EST on January 29, 2018
- C. This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Text Area

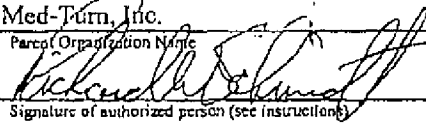
Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the non-surviving filing entity.
- In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required franchise taxes.

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: 1/11/2018

Med-Turn, Inc.
 Parent Organization Name

 Signature of authorized person (see instructions)
 Richard W. Schmidt, Executive Vice President
 Printed or typed name of authorized person

**ACTION TAKEN BY UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
MED-TURN, INC.**

Acting by unanimous written consent pursuant to applicable provisions of Texas law, the undersigned, being all of the members of the Board of Directors of Med-Turn, Inc., a Texas corporation ("Parent Corporation"), waive notice of a meeting and consent to and adopt the following resolutions as the action of the Board of Directors in lieu of a meeting and direct that this written consent be delivered to Parent Corporation for filing with the minutes of proceedings of the Board of Directors of Parent Corporation.

Approval of Merger

WHEREAS, Parent Corporation is the sole shareholder of EXP Pharmaceutical Services Corp., a California corporation (the "Subsidiary Corporation");

WHEREAS, the Board of Directors of Parent Corporation has determined that it is in the best interests of Parent Corporation to merge the Subsidiary Corporation with and into Parent Corporation and assume all of its liabilities (the "Merger"); and

WHEREAS, the Board of Directors has considered the foregoing and has reviewed the terms and conditions of the Merger as set forth in the Agreement and Plan of Merger attached hereto as Exhibit A and believes that it is advisable and in the best interests of Parent Corporation and its sole shareholder that the transactions be consummated substantially in the manner presented therein.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of Parent Corporation authorizes and approves the Merger and approves and adopts the Agreement and Plan of Merger in substantially the form provided to the Board of Directors and authorizes any officer of Parent Corporation to execute and deliver the Agreement and Plan of Merger on behalf of Parent Corporation substantially in such form, together with any changes thereto which any such officer, in such officer's sole discretion, deems necessary or appropriate and in the best interests of Parent Corporation (any such officer's execution thereof containing any such changes being deemed to evidence conclusively such officer's decision that such changes are in the best interests of Parent Corporation); and

FURTHER RESOLVED, that the officers of Parent Corporation are authorized and directed to execute and deliver the documents and certificates that are required or permitted under the applicable provisions of Texas and California law to effect the Merger.

General Authority

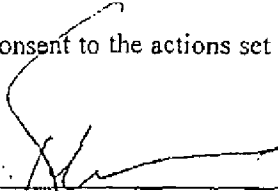
FURTHER RESOLVED, that the officers of Parent Corporation are authorized and directed to do and perform or cause to be done and performed, all such acts, deeds and things, to pay or cause to be paid, all fees, costs and expenses, and to make, execute and deliver or cause to be made, executed and delivered, all such agreements, undertakings, documents, instruments and certificates in the name and on behalf of Parent Corporation or otherwise as any such officer deems necessary or desirable in order to effectuate or carry out fully and expeditiously the purpose and intent of each and all of the foregoing resolutions; and

FURTHER RESOLVED, that the authority given in these resolutions is retroactive and any and all acts authorized herein performed before the passage of these resolutions are ratified and affirmed.


[Signatures on following page]

IN WITNESS WHEREOF, the undersigned consent to the actions set forth herein
as of the 11 day of January, 2018.





L. David Mounts



Richard W. Schmidt



Frederick R. Jorgensen

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EXHIBIT A

Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER

Pursuant to this Agreement and Plan of Merger dated as of the ____ day of January, 2018, EXP Pharmaceutical Services Corp., a California corporation and a wholly-owned subsidiary of Med-Turn, Inc., a Texas corporation ("Parent Corporation"), shall be merged with and into Parent Corporation.

SECTION 1
DEFINITIONS

1.1 Effective Time. "Effective Time" shall mean the date and time on which the Merger contemplated by this Agreement and Plan of Merger becomes effective pursuant to the laws of the States of Texas and California, as determined in accordance with Section 2.2 of this Agreement and Plan of Merger.

1.2 Merger. "Merger" shall refer to the merger of the Subsidiary Corporation with and into the Surviving Corporation as provided in Section 2.1 of this Agreement and Plan of Merger.

1.3 Subsidiary Corporation. "Subsidiary Corporation" shall refer to EXP Pharmaceutical Services Corp.

1.4 Surviving Corporation. "Surviving Corporation" shall refer to Parent Corporation as the corporation surviving the Merger.

SECTION 2
TERMS OF MERGER

2.1 Merger. Subject to the terms and conditions set forth in this Agreement and Plan of Merger, at the Effective Time, the Subsidiary Corporation shall be merged with and into the Surviving Corporation in accordance with applicable law. Parent Corporation shall be the Surviving Corporation resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Texas under the name "Med-Turn, Inc." The Merger shall be consummated pursuant to the terms of this Agreement and Plan of Merger which has been approved by the Board of Directors of Parent Corporation.

2.2 Effective Time. The Merger contemplated by this Agreement and Plan of Merger shall become effective at 12:01 a.m. EST on January 29, 2018.

2.3 Liabilities. The Surviving Corporation will assume all of the liabilities of the Subsidiary Corporation at the Effective Time.

2.4 Certificate of Formation. The Certificate of Formation of Parent Corporation as it exists at the Effective Time shall remain in full force and effect after the Effective Time.

2.5 Bylaws. The Bylaws of Parent Corporation as they exist at the Effective Time shall remain the Bylaws of the Surviving Corporation until altered or amended as provided in such Bylaws.

2.6 Board of Directors. The Board of Directors of Parent Corporation shall continue to serve as the Board of Directors of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are elected and qualified.

2.7 Officers. The officers of Parent Corporation shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are appointed and qualified.

SECTION 3
MANNER OF CONVERTING SHARES

The issued and outstanding shares of the Subsidiary Corporation shall be canceled and cease to exist by virtue of the Merger at the Effective Time. The issued and outstanding shares of Parent Corporation shall remain issued and outstanding and shall be unaffected by the Merger.

SECTION 4
FURTHER ASSURANCES

Each party to this Agreement and Plan of Merger agrees to do such things as may be reasonably requested by the other party in order to more effectively consummate or document the transactions contemplated by this Agreement and Plan of Merger.

[Signatures on following page]

IN WITNESS WHEREOF, the undersigned corporations have caused this Agreement and Plan of Merger to be executed by their duly authorized officers as of the date first above written.

SUBSIDIARY CORPORATION:

EXP PHARMACEUTICAL SERVICES CORP.

By: _____
Richard W. Schmidt
Executive Vice President

SURVIVING CORPORATION:

MED-TURN, INC.

By: _____
Richard W. Schmidt
Executive Vice President