

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM637973

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/21/2017		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BIO-OPTRONICS, INC.		12/20/2017	Corporation: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BIO-OPTRONICS, INC.		
<b>Street Address:</b>	1890 South Winton Road		
<b>Internal Address:</b>	Suite 190		
<b>City:</b>	Rochester		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	14618		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4418034	MOMENTUM	
<b>Registration Number:</b>	4418032	BIOPOINT	
<b>Registration Number:</b>	4435402	BIO-OPTRONICS	
<b>Registration Number:</b>	3341869	CLINICAL CONDUCTOR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6152482954		
<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>			
<b>Phone:</b>	6157427944		
<b>Email:</b>	trademarks@bassberry.com		
<b>Correspondent Name:</b>	Martha B. Allard		
<b>Address Line 1:</b>	150 3rd Ave. S.		
<b>Address Line 2:</b>	Suite 2800		
<b>Address Line 4:</b>	Nashville, TENNESSEE 37201		
<b>ATTORNEY DOCKET NUMBER:</b>	125691.0100		
<b>NAME OF SUBMITTER:</b>	Martha B. Allard		
<b>SIGNATURE:</b>	/Martha B. Allard/		
<b>DATE SIGNED:</b>	04/08/2021		

CH \$115.00 4418034

**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:

"BIO-OPTRONICS, INC.", A NEW YORK CORPORATION,  
WITH AND INTO "BIO-OPTRONICS, INC." UNDER THE NAME OF "BIO-OPTRONICS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2017, AT 1:43 O`CLOCK P.M.

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



  
Jeffrey W. Bullock, Secretary of State

6669640 8100M  
SR# 20177719880

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203827609  
Date: 12-26-17

**TRADEMARK**  
**REEL: 007250 FRAME: 0480**

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**MERGING**

**BIO-OPTRONICS, INC., a New York corporation**

**WITH AND INTO**

**BIO-OPTRONICS, INC., a Delaware corporation**

Pursuant to Section 253 of the Delaware General Corporation Law (the “**DGCL**”), BIO-OPTRONICS, INC. (the “**Corporation**”), a New York corporation, does hereby certify to the following information relating to the merger (the “**Merger**”) of the Corporation with and into BIO-OPTRONICS, INC., a Delaware corporation (the “**Subsidiary**”), with the Subsidiary remaining as the surviving corporation:

1. The Corporation owns all of the outstanding shares of each class of capital stock of the Subsidiary.
2. The Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on December 20, 2017 and attached hereto as Exhibit A, determined to merge the Corporation with and into the Subsidiary pursuant to Section 253 of the DGCL. The Merger has been adopted, approved, certified, executed and acknowledged by the Corporation in accordance with the laws of the State of New York.
3. The Subsidiary shall be the surviving corporation of the Merger.
4. The Certificate of Incorporation of the Subsidiary, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the surviving corporation.
5. The Certificate of Ownership and Merger and the Merger shall become effective upon the filing of such Certificate of Ownership and Merger with the Delaware Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer, the 20<sup>th</sup> of December, 2017.

BIO-OPTRONICS, INC., a New York corporation

By: /s/Daniel Kerpelman  
Name: Daniel Kerpelman  
Title: Chief Executive Officer

**EXHIBIT A**

**BOARD RESOLUTIONS**

WHEREAS, Bio-Optronics, Inc., a New York corporation (the "**Parent**"), owns all of the issued and outstanding shares of each class of capital stock of Bio-Optronics, Inc., a Delaware corporation (the "**Corporation**");

WHEREAS, it is deemed advisable and in the best interest of the Corporation that the Parent merge with and into the Corporation, with the Corporation as the surviving corporation (the "**Merger**");

WHEREAS, it is deemed advisable and in the best interest of the Corporation that the Corporation enter into that certain Agreement and Plan of Merger by and between the Corporation and the Parent (the "**Agreement and Plan of Merger**"); and

NOW, THEREFORE, BE IT:

RESOLVED, that the Parent be merged with and into the Corporation pursuant to Section 253 of the Delaware General Corporation Law and Sections 905 and 907 of the New York Business Corporation Law, so that the separate existence of the Parent shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation (the "**Surviving Corporation**").

RESOLVED, that holders of the common stock of the Parent, par value \$0.02 per share (the "**Parent Common Stock**"), upon surrender of any certificates therefor, shall receive one (1) share of the common stock of the Surviving Corporation, par value \$0.001 per share, for each share of Parent Common Stock held by such holder.

RESOLVED, that each vested or unvested option to purchase Parent Common Stock held immediately prior to the effective date of the Merger shall be assumed by the Corporation and substituted with the equivalent option or right to receive (subject to the terms of the applicable option agreement) one share of validly issued, fully paid and non-assessable common stock of the Corporation.

RESOLVED, that each Phantom Stock Participation Unit (as such term is defined in Parent's Phantom Stock Plan) held immediately prior to the effective date of the Merger shall be assumed by the Corporation and substituted with the equivalent economic right to those granted to the such individual under the Parent's Phantom Stock Plan.

RESOLVED, that the Certificate of Incorporation of the Corporation, as in effect immediately prior to the Merger, shall be the Certificate of Incorporation of the Surviving Corporation.

RESOLVED, that the Agreement and Plan of Merger in substantially the form reviewed by the Board and in final form and substance approved by any officer of the Corporation (each such person, an "**Authorized Officer**"), the signature of such Authorized Officer thereon being conclusive evidence of such approval, is hereby in all

respects approved, adopted and authorized by and on behalf of the Corporation, and that any Authorized Officer of the Corporation is hereby authorized and empowered to execute and deliver the Agreement and Plan of Merger on behalf of the Corporation.

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to prepare and execute a Certificate of Merger, and to file the Certificate of Merger with the Department of State of New York and pay any fees related to such filing.

RESOLVED, 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.