

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM647019

|   |                                   |                       |                       |
|---|-----------------------------------|-----------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>   | NEW ASSIGNMENT                    |                       |                       |
| <b>NATURE OF CONVEYANCE:</b>  | CHANGE OF NAME                    |                       |                       |
| <b>CONVEYING PARTY DATA</b>   |                                   |                       |                       |
| <b>Name</b>   | <b>Formerly</b>                   | <b>Execution Date</b> | <b>Entity Type</b>    |
| LOWESTMED, INC.   |                                   | 09/20/2019            | Corporation: DELAWARE |
| <b>RECEIVING PARTY DATA</b>   |                                   |                       |                       |
| <b>Name:</b>  | RXSAVER, INC.                     |                       |                       |
| <b>Street Address:</b>  | 2701 Olympic Boulevard            |                       |                       |
| <b>Internal Address:</b>  | West Building - Suite 200         |                       |                       |
| <b>City:</b>  | Santa Monica                      |                       |                       |
| <b>State/Country:</b>   | CALIFORNIA                        |                       |                       |
| <b>Postal Code:</b>   | 90404                             |                       |                       |
| <b>Entity Type:</b>   | Corporation: DELAWARE             |                       |                       |
| <b>PROPERTY NUMBERS Total: 3</b>  |                                   |                       |                       |
| <b>Property Type</b>  | <b>Number</b>                     | <b>Word Mark</b>      |                       |
| <b>Registration Number:</b>   | 5256437                           | LOWEST MED            |                       |
| <b>Registration Number:</b>   | 5329485                           | LOWESTMED             |                       |
| <b>Registration Number:</b>   | 5177326                           | MEDIBAJ0              |                       |
| <b>CORRESPONDENCE DATA</b>  |                                   |                       |                       |
| <b>Fax Number:</b>  | 4154391500                        |                       |                       |
| <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>Email:</b>   | maria.banda@kirkland.com          |                       |                       |
| <b>Correspondent Name:</b>  | Maria Banda                       |                       |                       |
| <b>Address Line 1:</b>  | Kirkland & Ellis, LLP             |                       |                       |
| <b>Address Line 2:</b>  | 555 California Street, Suite 2700 |                       |                       |
| <b>Address Line 4:</b>  | San Francisco, CALIFORNIA 94104   |                       |                       |
| <b>ATTORNEY DOCKET NUMBER:</b>  | 25043-1                           |                       |                       |
| <b>NAME OF SUBMITTER:</b>   | Maria Banda                       |                       |                       |
| <b>SIGNATURE:</b>   | /Maria Banda/                     |                       |                       |
| <b>DATE SIGNED:</b>   | 05/14/2021                        |                       |                       |
| <b>Total Attachments: 7</b>   |                                   |                       |                       |
| source=LowestMed, Inc. (DE) - Amendment (Change of Name) to RxSaver, Inc (DE)#page1.tif   |                                   |                       |                       |

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source=LowestMed, Inc. (DE) - Amendment (Change of Name) to RxSaver, Inc (DE)#page7.tif

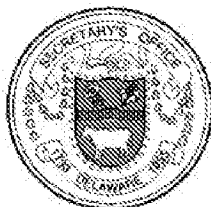
# Delaware

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 AMENDMENT OF "LOWESTMED, INC.", CHANGING ITS NAME FROM "LOWESTMED, INC." TO "RXSAVER, INC.", FILED IN THIS OFFICE ON THE TWENTIETH DAY OF SEPTEMBER, A.D. 2019, AT 11:37 O`CLOCK A.M.

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



  
Jeffrey W. Bullock, Secretary of State

5612475 8100  
SR# 20197140039

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

Authentication: 203636448  
Date: 09-20-19

**TRADEMARK**  
**REEL: 007294 FRAME: 0135**

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:37 AM 09/20/2019  
FILED 11:37 AM 09/20/2019  
SR 20197140039 - File Number 5612475

CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION OF  
LOWESTMED, INC.

Pursuant to Section 228 and 242 of the General  
Corporation Law of the State of Delaware

LowestMed, Inc., a Delaware corporation (hereinafter the "Corporation"), does hereby certify as follows:

FIRST: Article 1 of the Corporation's Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

1: The name of the corporation is RxSaver, Inc. (hereinafter the "Corporation").

SECOND: The foregoing amendment was duly adopted in accordance with Section 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed in its corporate name this 20<sup>th</sup> day of September, 2019.

LOWESTMED, INC.

By   
Name: Lee Ann Stevens on  
Title: Secretary

# 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 RESTATED CERTIFICATE OF "RXSAVER, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF MAY, A.D. 2021, AT 2:34 O`CLOCK P.M.*



*Jeffrey W. Bullock*  
Jeffrey W. Bullock, Secretary of State

5612475 8100  
SR# 20211708256

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

Authentication: 203180920  
Date: 05-11-21

**TRADEMARK**  
**REEL: 007294 FRAME: 0137**

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

**OF**

**RXSAVER, INC.**

(Pursuant to Sections 242 and 245 of the  
General Corporation Law of the State of Delaware)

RxSaver, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "**General Corporation Law**"), DOES HEREBY CERTIFY:

**FIRST:** That the name of this corporation is RxSaver, Inc. (the "**Corporation**") and that this Corporation was originally incorporated pursuant to the General Corporation Law on September 5, 2014 under the name of "LowestMed, Inc."

**SECOND:** That the Board of Directors duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of this Corporation, as further amended by that Certificate of Amendment to the Certificate of Incorporation filed on September 20, 2019 (the "**Certificate of Incorporation**"), declaring said amendment and restatement to be advisable and in the best interests of this Corporation and its sole stockholder, and authorizing the appropriate officers of this Corporation to solicit the consent of the sole stockholder therefor, which resolution setting forth the proposed amendment and restatement is as follows:

**RESOLVED**, that the Certificate of Incorporation of this Corporation be amended and restated in its entirety as follows:

**ARTICLE I**

The name of the Corporation is RxSaver, Inc.

**ARTICLE II**

The address of the Corporation's registered office in the State of Delaware is 1209 OrangeStreet in the city of Wilmington, County of New Castle, State of Delaware 19801. The name of the Corporation's registered agent at such address is National Registered Agents, Inc.

**ARTICLE III**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV**

The Corporation is authorized to issue one class of stock to be designated "Common Stock," with a par value of \$0.0001 per share. The total number of shares which the Corporation is authorized to issue is 1,000.

State of Delaware

Secretary of State

Division of Corporations

Delivered 02:34 PM 05/11/2021

FILED 02:34 PM 05/11/2021

SR 20211708256 - File Number 5612475

#### **ARTICLE V**

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

#### **ARTICLE VI**

The number of directors which shall constitute the whole Board of Directors of the Corporation shall be fixed from time to time by, or in the manner provided in, the Bylaws of the Corporation or in an amendment thereof duly adopted by the Board of Directors of the Corporation or by the stockholders of the Corporation.

#### **ARTICLE VII**

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

#### **ARTICLE VIII**

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation.

#### **ARTICLE IX**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the General Corporation Law is amended hereafter 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 General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article IX 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, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

#### **ARTICLE X**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### **ARTICLE XI**

To the fullest extent permitted by applicable law, the Corporation is authorized to

Provide indemnification of (and advancement of expenses to) agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law, subject only to limits created by applicable General Corporation Law (statutory or non-statutory), with respect to actions for breach of duty to the Corporation, its stockholders and others.

Any amendment, repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or agent occurring prior to, such amendment, repeal or modification.

## ARTICLE XII

To the extent one or more sections of any other state corporations code setting forth minimum requirements for the corporation's retained earnings and/or net assets are applicable to this Corporation's repurchase of shares of Common Stock, such code sections shall not apply, to the greatest extent permitted by applicable law, in whole or in part with respect to repurchases by this Corporation of its Common Stock from employees, officers, directors, advisors, consultants or other persons performing services for this corporation or any subsidiary pursuant to agreements under which this corporation has the right to repurchase such shares at cost upon the occurrence of certain events, such as the termination of employment. In the case of any such repurchases, a distribution by the Corporation may be made without regard to "preferential dividends arrears amount" or "preferential rights amount," as such terms may be defined in such other state's corporation's code.

\* \* \*

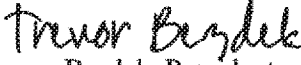
**THIRD:** The foregoing amendment and restatement was approved by the sole stockholder of said Corporation in accordance with Section 228(a) of the General Corporation Law.

**FOURTH:** That said Amended and Restated Certificate of Incorporation, which restates and integrates and further amends the provisions of this Corporation's Certificate of Incorporation, has been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law.

**[Signature Page Follows]**



**IN WITNESS WHEREOF**, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer this 11<sup>th</sup> day of May 2021.

DocuSigned by:  
  
Trevor Bezdek, President  
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