

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM682158

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	10/08/2021		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dxterity Diagnostics Incorporated		09/18/2021	Corporation: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Dxterity Diagnostics Incorporated		
Street Address:	19500 S. Rancho Way		
Internal Address:	Suite 116		
City:	Rancho Dominguez		
State/Country:	CALIFORNIA		
Postal Code:	90740		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Serial Number:	85628053	REDI-DX	
Serial Number:	85617463	DXDIRECT	
Serial Number:	85615458	DXCOLLECT	
Registration Number:	5630340	DXTERITY	
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>			
Phone:	714-641-5100		
Email:	trademarks@rutan.com		
Correspondent Name:	Lindsay J. Hulley c/o Rutan & Tucker LLP		
Address Line 1:	18575 Jamboree Road		
Address Line 2:	9th Floor		
Address Line 4:	Irvine, CALIFORNIA 92612		
ATTORNEY DOCKET NUMBER:	025236.0001		
NAME OF SUBMITTER:	Lindsay J. Hulley		
SIGNATURE:	/Lindsay J. Hulley/		

CH \$115.00 85628053

DATE SIGNED:	10/19/2021
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Total Attachments: 5
source=DXTERITY DIAGNOSTICS INCORPORATED (DELAWARE)-DE-Merger (Survivor)(as filed in Delaware)
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source=DXTERITY DIAGNOSTICS INCORPORATED (DELAWARE)-DE-Merger (Survivor)(as filed in Delaware)
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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:

"DXTERITY DIAGNOSTICS INCORPORATED", A CALIFORNIA CORPORATION,

WITH AND INTO "DXTERITY DIAGNOSTICS INCORPORATED (DELAWARE)" UNDER THE NAME OF "DXTERITY DIAGNOSTICS INCORPORATED", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE EIGHTH DAY OF OCTOBER, A.D. 2021, AT 7:33 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6093960 8100M
SR# 20213470470

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

Authentication: 204374410
Date: 10-11-21

TRADEMARK
REEL: 007461 FRAME: 0425

CERTIFICATE OF OWNERSHIP

MERGING

DXTERITY DIAGNOSTICS INCORPORATED (California Corporation)(File No. C2880933)

INTO

DXTERITY DIAGNOSTICS INCORPORATED (DELAWARE) (Delaware Corporation)

(PURSUANT TO SECTION 1110 OF THE GENERAL CORPORATION LAW OF CALIFORNIA AND SECTION 253 OF THE GENERAL CORPORATION LAW OF DELAWARE)

Pursuant to the provisions of the General Corporation Law of the State of Delaware and the State of California, Robert Terbrueggen and James Healy do hereby certify that they are the President and Chief Financial Officer, respectively, of Dxterity Diagnostics Incorporated, a corporation incorporated under the laws of the State of California (the "Corporation" or "this Corporation"), and further certify that:

1. This Corporation was incorporated on the 23rd day of May, 2006, pursuant to the General Corporation Law of California, the provisions of which permit the merger of a parent corporation organized and existing under the laws of said State into a subsidiary corporation organized under the laws of another state to the extent such other state's general corporation law permits such a merger.

2. This Corporation owns 100 percent of the outstanding shares of each class of stock of DxTertiary Diagnostics Incorporated (Delaware), a corporation incorporated on the 19th day of July 2021, under the laws of the State of Delaware ("DDID").

3. This Certificate of Ownership will be treated for tax purposes as a Plan of Reorganization for purposes of Internal Revenue Code Section 368(a)(1)(F).

4. The Board of Directors of this Corporation, by the following resolutions, duly adopted by the unanimous written consent of the members thereof, determined to, and effective as prescribed by law, shall merge the Corporation into DDID, with DDID being the surviving corporation, which resolution is in the following words:

WHEREAS, this Corporation is the legal and beneficial owner of 100 percent of the outstanding shares of DxTertiary Diagnostics Incorporated (Delaware), a Delaware corporation ("DDID"); and

WHEREAS, this Corporation desires to merge itself (the "Merger") into DDID pursuant to the provisions of Section 253 of the Delaware General Corporation Law and Section 1110 of the California General Corporation Law, with DDID being the surviving corporation and this Corporation disappearing; and

NOW, THEREFORE, BE IT RESOLVED, that this Corporation merge itself into DDID (with DDID being the surviving corporation), which surviving corporation will assume all of the liabilities and obligations of this Corporation, including without limitation all liabilities and obligations under all of the Corporation's option and benefit plans;

FURTHER RESOLVED, that the terms and conditions of the Merger are as follows:

Upon the proposed Merger becoming effective, as a result of this Merger:

- (1) each outstanding share of Common Stock of this Corporation will be converted into one share of Common Stock of DDID,
- (2) each outstanding share of Series A Preferred Stock of this Corporation will be converted into one share of Series A Preferred Stock of DDID,
- (3) each outstanding share of Series B Preferred Stock of this Corporation will be converted into one share of Series B Preferred Stock of DDID,
- (4) each outstanding option or warrant to purchase stock of the Corporation shall be converted into one option or warrant, respectively, to purchase DDID stock of the same class and series as are currently subject to such outstanding options or warrants, on the same terms and conditions,
- (5) each note or other obligation of the Corporation that is convertible into stock of the Corporation shall be converted into a note or other obligation, respectively, that is convertible into DDID stock of the same class and series as is currently subject to such outstanding note or obligation, on the same terms and conditions, and
- (6) each outstanding share of DDID stock owned of record by the Corporation shall cease to be outstanding, without any payment being made in respect thereof;

FURTHER RESOLVED, that the proposed Merger be submitted to the shareholders of this Corporation for their approval, and upon receiving the written consent of such shareholders the proposed Merger shall be approved; and

FURTHER RESOLVED, that upon the filing of this Certificate of Ownership, Article I of the Certificate of Incorporation of DDID as the surviving corporation shall be amended to read in full as follows:

"ARTICLE I

The name of this corporation (the "Corporation") is DxTernity Diagnostics Incorporated."

FURTHER RESOLVED, that except as set forth in the preceding resolution, the certificate of incorporation and Bylaws of DDID, as in effect immediately prior to the

Merger, shall be the certificate of incorporation and bylaws of the surviving corporation in the Merger;

FURTHER RESOLVED, that the president and chief financial officer of this Corporation be, and they hereby are directed to make and execute a Certificate of Ownership setting forth a copy of these resolutions providing for the Merger of this Corporation into DDID, and the date of adoption hereof and to cause the same to be filed in the office of the Delaware Secretary of State, and in the office of the California Secretary of State;

FURTHER RESOLVED, that each officer of this Corporation be and he hereby is authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents, whether within or without the States of California or Delaware, which shall be or becomes necessary, proper or convenient to carry out or put into effect any of the provisions of the Merger as herein provided, including any such filings, as deemed necessary by the officer and counsel.

5. The entire foregoing resolution of merger has been approved by the unanimous consent of the Board of Directors of the Corporation.

6. The Merger has been adopted, approved, certified, executed and acknowledged by the holders of a majority of each class of the outstanding stock of this Corporation entitled to vote thereof by written consent in accordance with Section 603(a) of the California Corporations Code.

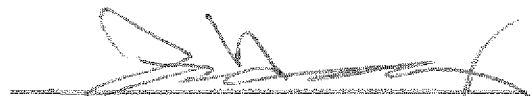
[Signatures appear on following page]

18th IN WITNESS WHEREOF, this Certificate of Ownership has been executed as of the
day of September 2021.

ROBERT TERBRUEGGEN


Robert Terbrueggen, President

JAMES HEALY


James Healy, Chief Financial Officer

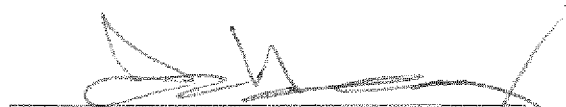
The undersigned, Robert Terbrueggen and James Healy being the President and Chief Financial Officer, respectively of Dxterity Diagnostics Incorporated, a California corporation, declare under penalty of perjury under the laws of the State of California that they signed the foregoing certificate in the official capacity set forth beneath their signature, and that the statements set forth in this Certificate of Ownership are true of their own knowledge.

The undersigned, Robert Terbrueggen and James Healy being the President and Chief Financial Officer, respectively of Dxterity Diagnostics Incorporated, a California corporation, declare under penalty of perjury under the laws of the State of Delaware that the matters set forth in this certificate are true and correct of their own knowledge.

ROBERT TERBRUEGGEN


Robert Terbrueggen, President

JAMES HEALY


James Healy, Chief Financial Officer