

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM320459

| | | | |
|---|---------------------------|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 08/07/2014 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Paragon Bioservices, Inc. | | 10/17/2014 | CORPORATION: MARYLAND |
| RECEIVING PARTY DATA | | | |
| Name: | Paragon Bioservices, Inc. | | |
| Street Address: | 801 W. Baltimore Street | | |
| Internal Address: | Suite 401 | | |
| City: | Baltimore | | |
| State/Country: | MARYLAND | | |
| Postal Code: | 21201 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 77431020 | | |
| Serial Number: | 77430976 | PARAGON BIOSERVICES | |
| Serial Number: | 75876041 | PARAGON BIOSERVICES | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 4105764032 | | |
| <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: | 717-576-4171 | | |
| Email: | mwalsh@gflaw.com | | |
| Correspondent Name: | Ned T. Himmelrich | | |
| Address Line 1: | 233 East Redwood Street | | |
| Address Line 4: | Baltimore, MARYLAND 21202 | | |
| ATTORNEY DOCKET NUMBER: | 39739.122937 | | |
| NAME OF SUBMITTER: | Ned T. Himmelrich | | |
| SIGNATURE: | /s/ Ned T. Himmelrich | | |
| DATE SIGNED: | 10/17/2014 | | |
| Total Attachments: 10 | | | |
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ARTICLES OF MERGER
merging
PARAGON BIOSERVICES, INC.
(a Maryland corporation)
into
PARAGON BIOSERVICES, INC.
(a Delaware corporation)

Pursuant to Sections 3-102 and 3-106 of the Maryland Corporations and Associations Article, Paragon Bioservices, Inc. ("Merging Corporation"), a corporation duly organized and existing under the laws of the State of Maryland, and Paragon Bioservices, Inc. ("Surviving Corporation") a corporation duly organized and existing under the laws of the State of Delaware, do hereby certify that:

FIRST: All of the issued shares of the common stock of the Surviving Corporation are owned by the Merging Corporation. Merging Corporation and Surviving Corporation agree to merge (the "Merger"), and Surviving Corporation shall survive the merger as the successor corporation and shall continue under the name Paragon Bioservices, Inc.

SECOND: Merging Corporation has its principal office in the State of Maryland in Baltimore City.

THIRD: Surviving Corporation was incorporated on July 30, 2014, under the General Corporation Law of the State of Delaware. The Surviving Corporation has its principal office in the State of Delaware at Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware 19801, and the name and address of its resident agent in the State of Maryland is Abba David Poliakoff, 233 East Redwood Street, Baltimore, Maryland 21202. Contemporaneously herewith, Surviving Corporation shall qualify to do business in the State of Maryland by filing a Foreign Corporation Qualification with the State Department of Assessment and Taxation.

FOURTH: Neither the Merging Corporation nor the Surviving Corporation owns an interest in land in Maryland.

FIFTH: (a) The number of shares of all classes which the Merging Corporation has authority to issue is Five Million (5,000,000) shares, divided as follows: (i) 4,795,556 shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and (ii) 204,444 shares of Series A Preferred Stock, par value \$0.001 per share (the "Preferred Stock"). The aggregate par value of all shares of capital stock having a par value is Five Thousand Dollars (\$5,000).

(b) The number of shares of all classes which the Surviving Corporation has authority to issue is Twenty Million (20,000,000) shares of common stock with a par value of \$.001 per share.

SIXTH: The manner and basis of converting or exchanging issued stock of the Merging Corporation into different stock of the Surviving Corporation or other consideration and the treatment of any issued stock of the Merging Corporation not to be converted or exchanged is as follows:

(a) the holders of the Merging Corporation's Common Stock shall be entitled to receive one (1) share of the post-Merger Common Stock, par value \$.001 per share, of the Surviving Corporation ("Delaware Common Stock") for every one (1) share of the Merging Corporation's pre-Merger Common Stock; and

(b) the currently issued one share of the Delaware Common Stock held by the Merging Corporation will be cancelled.

SEVENTH: The Certificate of Incorporation of the Surviving Corporation shall not be amended in connection with the Merger.

EIGHTH: The terms and conditions of the Merger set forth in these Articles of Merger were advised, authorized, and approved by Merging Corporation in the manner and by the vote required by its charter and the laws of the State of Maryland. The manner in which the Merger was approved is as follows:

The Merger was (a) duly authorized by the Board of Directors of the Merging Corporation by the adoption on August 5, 2014, of a resolution declaring that the Merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles of Merger, and directing that the proposed Merger be submitted for action thereon to the Stockholders of the Merging Corporation, and (b) duly approved by the Stockholders of the Merging Corporation in the manner and vote required by law pursuant to the resolution of the Stockholders adopted on August 5, 2014, by the affirmative vote necessary to authorize or take such action.

NINTH: The terms and conditions of the Merger set forth in these Articles of Merger were advised, authorized, and approved by Surviving Corporation in the manner and by the vote required by its charter and the laws of the State of Delaware. The manner in which the Merger was approved is as follows:

The Merger was duly authorized by the Board of Directors and sole Stockholder of the Surviving Corporation by the adoption on August ___, 2014 of a resolution declaring that the Merger herein proposed was advisable substantially on the terms and conditions set forth in these Articles of Merger.


TENTH: The merger shall become effective at the time the Certificate of Ownership and Merger of the Surviving Corporation is accepted by the Delaware Secretary of State (the "Effective Date").

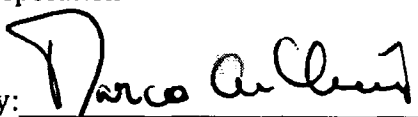
IN WITNESS WHEREOF, Merging Corporation and Surviving Corporation have each caused these Articles to be signed and acknowledged in the name and on behalf of each such party by its President, as of the 5th day of August, 2014. Each such signatory does hereby acknowledge his or her signature to be the act of his or her corporation, and that to the best of his or her knowledge, information and belief, all matters and facts stated herein are true in all material respects, this statement being made under the penalties of perjury.

MERGING CORPORATION:

ATTEST:

PARAGON BIOSERVICES, INC., a Maryland corporation

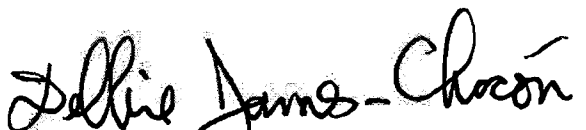

Debbie James Chacón, Assistant Secretary


By:  (SEAL)
Marco A. Chacón, President

SURVIVING CORPORATION:

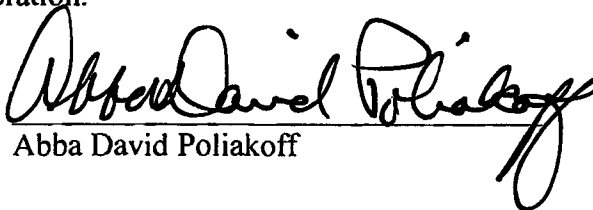
ATTEST:

PARAGON BIOSERVICES, INC., a Delaware corporation


Debbie James Chacón, Assistant Secretary

By:  (SEAL)
Marco A. Chacón, President

The undersigned individual hereby consents to being designated as the resident agent for Paragon Bioservices, Inc., a Delaware corporation.


Abba David Poliakov

Delaware

PAGE 1

The First State

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 MERGER, WHICH MERGES:

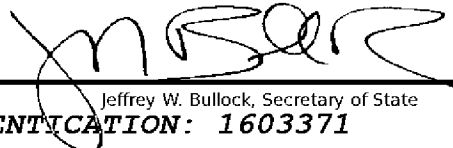
"PARAGON BIOSERVICES, INC.", A MARYLAND CORPORATION,
WITH AND INTO "PARAGON BIOSERVICES, INC." UNDER THE NAME OF "PARAGON BIOSERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF AUGUST, A.D. 2014, AT 8:39 O'CLOCK A.M.

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

5577585 8100M

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Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1603371

DATE: 08-07-14

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

TRADEMARK
REEL: 005383 FRAME: 0446

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING**

PARAGON BIOSERVICES, INC.
(a Maryland corporation)

INTO

PARAGON BIOSERVICES, INC.
(a Delaware corporation)

(Pursuant to Section 253 of the General Corporation Law of Delaware)

Paragon Bioservices, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That the Corporation was organized pursuant to the provisions of the General Corporation Law of the State of Delaware on the 30th day of July, 2014.

SECOND: That 100% of the outstanding shares of the common stock of the Corporation is owned by Paragon Bioservices, Inc. ("Paragon"), a corporation organized pursuant to the provisions of the General Corporation Law to the State of Maryland on the 5th day of January, 1990.

THIRD: That the Corporation, by the following resolutions of its Board of Directors and Stockholder duly adopted by a Unanimous Written Consent dated the 5th day of August, 2014, approved the merger of Paragon into the Corporation (the "Merger"), pursuant to Section 253 of the General Corporation Law of the State of Delaware:

WHEREAS, 100% of the outstanding stock of the Corporation is owned by Paragon; and

WHEREAS, the Board of Directors of the Corporation has deemed it advisable that Paragon be merged with and into the Corporation, with the Corporation remaining as the surviving corporation, pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "Merger");

NOW, THEREFORE, BE IT RESOLVED, that Paragon be merged, effective upon the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware (and appropriate Articles of Merger with the State of Maryland), with and into the Corporation, pursuant to the laws of the State of Delaware and applicable laws of the State of Maryland, so that the separate existence of Paragon shall cease, and thereupon the Corporation and Paragon become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware, and the Corporation shall assume all of the liabilities and obligations of Paragon; and

FURTHER RESOLVED, that at the effective time of the Merger (the "Effective Time"), the corporate name of the Corporation, which is the surviving entity in the Merger, shall remain, and the Company shall thereafter continue to be identified as, "Paragon Bioservices, Inc."; and

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

Upon completion of the Merger, at the Effective Time, (i) the holders of the Paragon's pre-Merger common stock shall be entitled to receive one (1) share of the Corporation's post-Merger common stock for every one (1) share of Paragon's pre-Merger common stock, and (ii) the number and kind of shares of common stock that may be acquired upon the exercise of any outstanding options to acquire shares of Paragon's pre-Merger common stock, and the exercise price, shall be appropriately adjusted to reflect the right to acquire the Corporation's post-Merger common stock. The currently issued one share of the Corporation's pre-Merger common stock held by Paragon shall be surrendered and cancelled.

FURTHER RESOLVED, that an authorized officer of the Corporation be and he is hereby authorized and directed to make, execute and acknowledge, in the name and under corporate seal of the Corporation, any document, agreement, certificate or article for the purposes of effecting the Merger and to file the same in the appropriate offices of the State of Delaware and the State of Maryland and to do all other acts and things that may be necessary or advisable to carry out and effectuate the purpose and intent of the aforesaid; and

FURTHER RESOLVED, that the officers of the Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or property to effect said merger.

FOURTH: That Paragon, by the following resolutions of its Board of Directors and Stockholders duly adopted by an Action by Written Consent of the Board Of Directors and Shareholders of Common Stock dated the 5th day of August, 2014, approved the Merger, pursuant to its charter and the laws of the States of Maryland:

WHEREAS, the Board has determined that the Investment [from a third-party investor] is in the best interests of the [Maryland] Corporation and, therefore, the Reincorporation [of the Maryland Corporation in the State of Delaware] is in the best interests of the [Maryland] Corporation;

WHEREAS, the Board has determined that the Reincorporation will be accomplished by the merger of the [Maryland] Corporation with and into Paragon Bioservices, Inc., a Delaware corporation ("Paragon Delaware"), which is a wholly-owned subsidiary of the [Maryland] Corporation, and has directed that the proposed merger be submitted for action thereon to the Stockholders of the [Maryland] Corporation.

WHEREAS, the Board has determined that in connection with the Reincorporation, among other things, (a) the [Maryland] Corporation shall be

merged with and into Paragon Delaware, to exist and be governed by the laws of the State of Delaware (the "Merger"); (b) Paragon Delaware will be the surviving corporation, (c) the holders of the [Maryland] Corporation's Common Stock shall be entitled to receive one (1) share of the post-Merger Common Stock, par value \$.001 per share, of Paragon Delaware ("Delaware Common Stock") for every one (1) share of the [Maryland] Corporation's pre-Merger Common Stock; and the currently issued one share of the Delaware Common Stock held by the [Maryland] Corporation will be cancelled;

WHEREAS, the Reincorporation and Merger will change the legal domicile of the [Maryland] Corporation and retain the name of the corporation; and

WHEREAS, the undersigned shareholders have considered the foregoing Reincorporation and Merger and concluded that it is desirable and in the best interest of the [Maryland] Corporation and the [Maryland] Corporation's shareholders approve such Reincorporation and Merger.

NOW, THEREFORE, be it:

RESOLVED, that the Reincorporation and Merger are hereby adopted and approved by the undersigned stockholders with such modifications as the proper officers of the [Maryland] Corporation may make in their sole discretion and in the best interest of the [Maryland] Corporation.

RESOLVED FURTHER, that the split of the [Maryland] Corporation's Common Stock on the basis of one (1) post-Merger share of Delaware Common Stock share for each one (1) pre-Merger shares of the [Maryland] Corporation's Common Stock, is hereby approved by the undersigned stockholders in all respects.

RESOLVED FURTHER, that the number and kind of shares of common stock that may be acquired upon the exercise of any outstanding options to acquire shares of the [Maryland] Corporation's pre-Merger common stock, and the exercise price, shall be appropriately adjusted to reflect the right to acquire the Delaware Common Stock.

RESOLVED FURTHER, that this Action by Written Consent shall be effective upon execution by the minimum number of shareholders holding at least two-thirds of the [Maryland] Corporation's Common Stock.

RESOLVED FURTHER, that pursuant to §2-505 of the Maryland General Corporation Law, the [Maryland] Corporation shall, within 10 days of the date hereof, give a copy of this Action by Written Consent to each stockholder who, if action had been taken at a meeting, would have been entitled to notice of the meeting if the record date had been the date that written consents signed by a sufficient number of stockholders to take the action were delivered to the [Maryland] Corporation.

FIFTH: The Corporation shall be the surviving corporation in the Merger.

SIXTH: Upon the effective time of the Merger, the corporate name of the Corporation shall remain "Paragon Bioservices, Inc."

SEVENTH: The effective time of the Merger shall be the date and time when this Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation and Paragon have caused this Certificate to be signed by an authorized officer this 5th day of August, 2014.

PARAGON BIOSERVICES, INC., a
Delaware corporation

By: /s/Marco A. Chacón
Authorized Officer
Name: Marco A. Chacón
Title: President

PARAGON BIOSERVICES, INC., a
Maryland corporation

By: /s/Marco A. Chacón
Authorized Officer
Name: Marco A. Chacón
Title: President

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