

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM362658

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Rx.com Partners, LLC		09/02/2015	LIMITED LIABILITY COMPANY: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Rx.com Partners, Inc,		
<b>Street Address:</b>	101 Jim Wright Freeway South		
<b>Internal Address:</b>	Suite 200		
<b>City:</b>	Fort Worth		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	76108		
<b>Entity Type:</b>	CORPORATION: TEXAS		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2710200	RX.COM	
<b>Registration Number:</b>	3204249	AUTOFILL	
<b>Registration Number:</b>	3204250	AUTOMAIL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8178780501		
<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>	8178780596		
<b>Email:</b>	tgwynne@whitakerchalk.com		
<b>Correspondent Name:</b>	Clark R. Cowley		
<b>Address Line 1:</b>	301 Commerce St.		
<b>Address Line 4:</b>	Fort Worth, TEXAS 76102		
<b>ATTORNEY DOCKET NUMBER:</b>	20007.000		
<b>NAME OF SUBMITTER:</b>	Clark R. Cowley		
<b>SIGNATURE:</b>	/clarkrcowley20007-00/		
<b>DATE SIGNED:</b>	11/17/2015		
<b>Total Attachments: 7</b>			
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COVER SHEET PURSUANT TO  
37 C.F.R. 3.31

1. Name of party conveying interest:

**Rx.com Partners, LLC,  
a Texas limited liability company**

2. Name and address of party receiving interest:

**Rx.com Partners, Inc.,  
a Texas corporation  
101 Jim Wright Freeway South  
Suite 200  
Fort Worth, Texas 76108**

3. Description of the interest conveyed or transaction to be recorded:

**Conversion of Rx.com Partners, LLC, to Rx.com Partners, Inc. Filed is copy of  
Certificate of Conversion of a Limited Liability Company to a Corporation filed  
with the Texas Secretary of State.**

4. Each application number and registration number against which the document is to be recorded:

<u>Trademark Registration/Application No.</u>	<u>Mark</u>
U.S. Reg'n No. 2,710,200	<b>RX.COM</b>
U.S. Reg'n No. 3,204,249	<b>AUTOFILL</b>
U.S. Reg'n No. 3,204,250	<b>AUTOMAIL</b>

5. Name and address of the party to whom correspondence concerning the request to record the document should be mailed:

**Clark R. Cowley, Esq.  
301 Commerce Street, Suite 3500  
Fort Worth, Texas 76102**


6. Number of applications or registrations identified in the cover sheet and the total fee:

**1 - \$90.00                                      Charge Deposit Account 50-2555**

7. Date the document was executed:                      **September 2, 2015**

8. No assignee is domiciled outside of the United States.

9. The undersigned party submitting the attached document(s) hereby states that to the best of his knowledge and belief, the information contained on the cover sheet is true and correct and any copy submitted is a true copy of the original document.

  
\_\_\_\_\_  
Clark R. Cowley, Attorney for  
Assignor and Assignee

Form 636  
(Revised 05/11)

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



**Certificate of Conversion  
of a  
Limited Liability Company  
Converting  
to a  
Corporation**

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas  
SEP 02 2015  
Corporations Section

**Converting Entity Information**

The name of the converting limited liability company is:  
Rx.com Partners, LLC

The jurisdiction of formation of the limited liability company is : Texas

The date of formation of the limited liability company is: August 20, 2015

The file number, if any, issued to the limited liability company by the secretary of state is: 802277306

**Plan of Conversion—Alternative Statements**

The limited liability company named above is converting to a:  for-profit corporation  
 professional corporation  nonprofit corporation. The name of the corporation is:  
Rx.com, Inc.

The corporation will be formed under the laws of : Texas

The plan of conversion is attached.

*If the plan of conversion is not attached, the following statements must be completed.*

Instead of attaching the plan of conversion, the limited liability company certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the limited liability company, the converting entity. The address of the principal place of business of the limited liability company is:

\_\_\_\_\_  
*Street or Mailing Address* *City* *State* *Country* *Zip Code*

A signed plan of conversion will be on file after the conversion at the principal place of business of the corporation, the converted entity. The address of the principal place of business of the corporation is:

\_\_\_\_\_  
*Street or Mailing Address* *City* *State* *Country* *Zip Code*

A copy of the plan of conversion will be furnished on written request without cost by the converting

entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

**Certificate of Formation for the Converted Entity**

The converted entity is a Texas corporation. The certificate of formation of the Texas corporation is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

**Approval of the Plan of Conversion**

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

**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: \_\_\_\_\_

C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_

**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 limited liability company.

In lieu of providing the tax certificate, the corporation as the converted entity is liable for the payment of any 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.

Date: September 2, 2015



Kenneth A. Hill, Manager

Signature and title of authorized person on behalf of the converting entity

**PLAN OF CONVERSION FOR**  
**RX.COM PARTNERS, LLC**

THIS PLAN OF CONVERSION (the "Plan") is entered into as of September 2, 2015 (the "Effective Date") by Rx.com Partners, LLC, a Texas limited liability company, which is converting to Rx.com, Inc., a Texas for-profit corporation.

1. Rx.com Partners, LLC hereby adopts this Plan of Conversion, in order to convert to Rx.com, Inc., a Texas for-profit corporation.

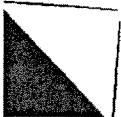
2. By the conversion, Rx.com Partners, LLC will continue its existence in the form of a Texas for-profit corporation.

3. One hundred percent (100%) of the outstanding Membership Interest Units of Rx.com Partners, LLC will be converted to 100,000 shares of common stock of Rx.com, Inc.

4. The Certificate of Formation of Rx.com, Inc. is attached as Exhibit "A" to this Plan and incorporated by reference.

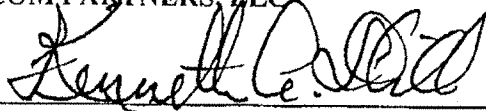
5. The conversion will become effective on the filing of the Certificate of Conversion with the Texas Secretary of State.

*[Signature page to follow.]*



Signed as of the Effective Date.

RX.COM PARTNERS, LLC

By:   
Kenneth A. Hill, Manager

**FILED**  
In the Office of the  
Secretary of State of Texas  
SEP 02 2015  
Corporations Section

EXHIBIT "A"

**CERTIFICATE OF FORMATION OF  
RX.COM, INC.  
A FOR-PROFIT CORPORATION**

This certificate of formation is submitted for filing pursuant to the applicable provisions of the Texas Business Organizations Code.

**Article I - Entity Name and Type**

The name and type of filing entity being formed are: Rx.com, Inc., a Texas for-profit corporation (hereinafter the "Corporation").

**Article II - Purpose**

The purpose for which the Corporation is organized is for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Texas Business Organizations Code.

**Article III - Registered Office and Registered Agent**

The initial registered agent is an individual resident of the state whose name is Mack Ed Swindle. The business address of the initial registered agent and the initial registered office is: 301 Commerce Street, Suite 3500, Fort Worth, Texas 76102.

**Article IV - Conversion**

The Corporation is being formed pursuant to a plan of conversion. The name of the converting entity is Rx.com Partners, LLC (the "Converting Entity"). The Converting Entity is a Texas limited liability company organized pursuant to the TBOC. The Converting Entity's date of formation was August 20, 2015. The filing number of the Converting Entity is 802277306. The address of the principal place of business of the Converting Entity is 101 Jim Wright Freeway, Suite 201, Fort Worth, Texas 76108.

**Article V - Directors**

The sole director constituting the initial board of directors and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor is elected and qualified is:

<u>Name</u>	<u>Address</u>
Kenneth A. Hill, Sr.	101 Jim Wright Freeway, Suite 200 Fort Worth, Texas 76108

**Article VI - Authorized Shares**

The Corporation is authorized to issue a total of one hundred thousand (100,000) shares of common stock, no par value, which shall have equal rights and privileges in all respects. The right to fix



the consideration to be received for shares without par value is reserved exclusively to the board of directors.

**Article VII - Effective Date of Filing**

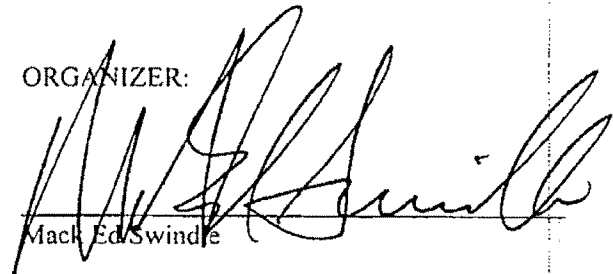
This certificate of formation becomes effective when the document is filed by the secretary of state.

**Article VIII - Execution**

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: September 2, 2015

ORGANIZER:



Mack Ed Swindle