

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM417142

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/28/2016		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Qmedtrix Systems, Inc.		12/28/2016	Corporation: OREGON
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Mitchell International, Inc.		
<b>Street Address:</b>	6220 Greenwich Drive		
<b>City:</b>	San Diego		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92122		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 7</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4597680		
<b>Registration Number:</b>	2934654	QMEDTRIX	
<b>Registration Number:</b>	2959224	Q	
<b>Registration Number:</b>	3705087	BILLCHEK	
<b>Registration Number:</b>	4597656	TRUEDRG	
<b>Registration Number:</b>	4589178	IMPLANTRX	
<b>Registration Number:</b>	2935941	QMEDWORX	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8585236741		
<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>	8587208900		
<b>Email:</b>	shotaling@sheppardmullin.com		
<b>Correspondent Name:</b>	Lisa M. Martens		
<b>Address Line 1:</b>	12275 El Camino Real, Suite 200		
<b>Address Line 4:</b>	San Diego, CALIFORNIA 92130		
<b>ATTORNEY DOCKET NUMBER:</b>	13CN-251623		
<b>NAME OF SUBMITTER:</b>	Lisa M. Martens		

CH \$190.00 4597680

<b>SIGNATURE:</b>	/Lisa M. Martens/
<b>DATE SIGNED:</b>	02/23/2017
<b>Total Attachments: 7</b> source=Merger Qmedtrix Systems - Mitchell International#page1.tif source=Merger Qmedtrix Systems - Mitchell International#page2.tif source=Merger Qmedtrix Systems - Mitchell International#page3.tif source=Merger Qmedtrix Systems - Mitchell International#page4.tif source=Merger Qmedtrix Systems - Mitchell International#page5.tif source=Merger Qmedtrix Systems - Mitchell International#page6.tif source=Merger Qmedtrix Systems - Mitchell International#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 OWNERSHIP, WHICH MERGES:

"QMEDTRIX SYSTEMS, INC.", AN OREGON CORPORATION,

WITH AND INTO "MITCHELL INTERNATIONAL, INC." UNDER THE NAME OF "MITCHELL INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2016, AT 9:22 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

3172466 8100M  
SR# 20167288050

Authentication: 203595781  
Date: 12-28-16

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

**TRADEMARK**  
**REEL: 005993 FRAME: 0942**

CERTIFICATE OF OWNERSHIP

MERGING

QMEDTRIX SYSTEMS, INC.  
(an Oregon corporation)

INTO

MITCHELL INTERNATIONAL, INC.  
(a Delaware corporation)

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As of December 28, 2016, pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), Mitchell International, Inc., a Delaware corporation incorporated on February 8, 2000 (the "Parent Corporation"), hereby declares and certifies the following Certificate of Ownership and Merger:

1. The Parent Corporation owns 100% of the capital stock of Qmedtrix Systems, Inc., an Oregon corporation incorporated on March 27, 1996 (the "Subsidiary Corporation").
2. The Subsidiary Corporation is hereby merged with and into the Parent Corporation, with the Parent Corporation being the surviving corporation, pursuant to the resolutions of the Board of Directors of the Parent Corporation duly adopted by the Board of Directors of the Parent Corporation by unanimous written consent dated December 14, 2016, which resolutions approve the merger of the Parent Corporation with the Subsidiary Corporation and are set forth in Exhibit A attached hereto.
3. The Parent Corporation shall be the surviving corporation of the merger herein certified.
4. The merger herein certified has been adopted, approved, certified, executed and acknowledged by the Parent Corporation pursuant to Section 253 of the DGCL.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Parent Corporation has caused this Certificate of Ownership to be signed by a duly authorized officer as of the date first written above.

MITCHELL INTERNATIONAL, INC.

By:   
Name: Alex Sun  
Title: President and CEO

Resolutions of the Board of Directors of Mitchell International, Inc. (the "Company")

Merger with Subsidiary - Qmedtrix Systems, Inc.

WHEREAS, the Company, on October 31, 2016, acquired all of the issued and outstanding shares of capital stock of Qmedtrix Systems, Inc., an Oregon corporation ("Qmedtrix"), and as of such date, the Company owns 100% of the issued and outstanding capital stock of Qmedtrix;

WHEREAS, to improve synergies, reduce costs, increase operating efficiencies and simplify the organizational structure of the Company's subsidiaries, it has been determined that Qmedtrix shall be merged with and into the Company, with the Company being the surviving corporation of the merger pursuant to the Plan of Merger attached hereto as Schedule 1 (the "Plan") and the provisions of Section 253 of the Delaware General Corporation Law, as amended, and Section 60.491 of the Oregon Business Corporation Act, as amended (the "Merger");

WHEREAS, the Board of Directors of the Company deems the Merger to be in the best interests and to the advantage of the Company and its stockholders.

RESOLVED, that the Merger, the form, terms and provisions of the Plan and any and all applicable documents, agreements, articles of merger, certificates, filings or instruments ancillary to the foregoing, including all documents necessary or desirable in order to consummate the Merger (collectively, the "Merger Documents") be, and hereby are, in all respects ratified, confirmed and approved.

FURTHER RESOLVED, that the performance by the Company of its obligations pursuant to each of the Merger Documents be, and hereby is, in all respects, ratified, confirmed and approved.

FURTHER RESOLVED, that any one or more of the officers of the Company, acting jointly or singly (the "Authorized Representatives" and each an "Authorized Representative") be, and each hereby is, authorized, empowered and directed to negotiate, make, execute, deliver and file, as applicable, the definitive forms of the Merger Documents on behalf of the Company, including any such changes, additions and deletions as to any of the terms and provisions of the Merger Documents, and including any future amendments and supplements to the Merger Documents as executed, all as may be deemed to be necessary or appropriate to carry out the intent and purpose of these resolutions and in the interest and to the advantage of the Company by the Authorized Representative executing such documents in his or her sole discretion, such Authorized Representative's execution thereof to be conclusive evidence of such Authorized Representative's approval and of the approval and ratification by the Company of any documents and instruments so executed and actions so taken.

General Authority

RESOLVED, that any and all actions whether previously or subsequently taken in good faith by the Authorized Representatives in connection with the matters approved in the foregoing resolutions and any matters related or incidental thereto are hereby ratified, confirmed and approved in all respects as the acts and deeds of the Company as fully as if such actions had been presented to the Board of Directors of the Company for its approval prior to such actions having been taken.

RESOLVED FURTHER, that the Authorized Representatives be, and hereby are, authorized, empowered and directed to take all such further action, to execute, deliver and file all such further agreements, instruments and other documents in the name and on behalf of the Company, and to pay all such fees and expenses which shall in their judgment be necessary, proper or advisable in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions.

RESOLVED FURTHER, that this action by unanimous written consent may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same document, and that delivery of counterpart signature pages hereto by PDF or facsimile transmission shall constitute effective execution and delivery hereof and may be used in lieu of originals for all purposes.

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of December 28, 2016, between Mitchell International, Inc., a Delaware corporation (the "Surviving Company") and Qmedtrix Systems, Inc., an Oregon corporation (the "Merging Company"), provides for the merger of the Merging Company with and into the Surviving Company.

NOW, THEREFORE, the parties hereto hereby agree as follows:

The parent is the Surviving Company and the subsidiary is the Merging Company.

The Merging Company shall be merged with and into the Surviving Company (the "Merger"), effective upon filing of the Articles of Merger with the Oregon Secretary of State, Corporations Division (the "Effective Time"), pursuant to the provisions of the Oregon Business Corporation Act, as amended (the "OBCA"), and Delaware General Corporation Law, as amended (the "DGCL"). At the Effective Time, the Surviving Company shall continue to exist as said Surviving Company under its present name pursuant to the provisions of the DGCL. The separate existence of the Merging Company shall cease at the Effective Time in accordance with the OBCA. The Merger is permitted pursuant to the provisions of Section 60.491 of the OBCA and Section 253 of the DGCL.

At the Effective Time, the Certificate of Incorporation of the Surviving Company in effect immediately prior to the Merger shall be its Certificate of Incorporation and said Certificate of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the DGCL.

The street address of the Surviving Company's principal place of business is Mitchell International, Inc., 6220 Greenwich Drive, San Diego, California 92122.

Immediately prior to the Merger, the Surviving Company owns 100% of the issued and outstanding capital stock of the Merging Company. At the Effective Time, (a) each unit, interest, share, obligation, or other security of the Merging Company outstanding immediately before the Effective Time shall be automatically cancelled and extinguished and (b) each unit, interest, share, obligation, or other security of the Surviving Company outstanding immediately prior to the Effective Time shall not be converted or exchanged in any manner, but shall continue to represent one unit, interest, share, obligation, or other security in the Surviving Company, unaffected by the Merger.

Each Authorized Representative of the Merging Company and of the Surviving Company, respectively, is hereby 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 which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided, including the Articles of Merger required pursuant to Section 60.491 of the OBCA and the Certificate of Ownership and Merger required pursuant to Section 253 of the DGCL.



At any time prior to the Effective Time, the Surviving Company and the Merging Company may abandon the Merger.

The parties hereto agree that for United States federal income tax purposes, it is intended that the Merger qualify as a liquidation of the Merging Company under Section 332 of the Internal Revenue Code of 1986, as amended.

The Surviving Company is qualified to transact business in the State of Oregon.

This Plan of Merger, which shall constitute, and may be referred to as, a "plan of merger" as such term is described in Section 60.491 of the OBCA, has been duly adopted and approved by the Board of Directors of the Surviving Company in accordance with Section 253 of the DGCL and Section 60.491 of the OBCA, by written resolutions duly executed by all members of the Board of Directors of the Surviving Company. No vote of the shareholders of the Surviving Company is required under Section 253 of the DGCL. No vote of the Board of Directors or shareholders of the Merging Company is required under Section 60.491 of the OBCA.