

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM448675

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	01/31/2009

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
United Medical Resources, Inc.		01/23/2009	Corporation: OHIO

## RECEIVING PARTY DATA

<b>Name:</b>	UMR, Inc.
<b>Street Address:</b>	5151 Pfeiffer Road
<b>City:</b>	Cincinnati
<b>State/Country:</b>	OHIO
<b>Postal Code:</b>	45242
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
<b>Serial Number:</b>	75396660	UMR

## CORRESPONDENCE DATA

## Fax Number:

*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.*

**Phone:** 3124606596  
**Email:** jfischer@seyfarth.com  
**Correspondent Name:** Jason Fischer  
**Address Line 1:** 233 South Wacker Drive, Suite 8000  
**Address Line 4:** Chicago, ILLINOIS 60606

<b>NAME OF SUBMITTER:</b>	Jason Fischer
<b>SIGNATURE:</b>	/JCF/
<b>DATE SIGNED:</b>	10/26/2017

## Total Attachments: 2

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## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated this \_\_\_\_\_ day of January, 2009, pursuant to Section 251 of the General Corporation Law of Delaware and Section 1701.78 of the General Corporation Law of Ohio, by and between, UMR, Inc., a Delaware corporation, and United Medical Resources, Inc., an Ohio corporation.

WITNESSETH that:

WHEREAS, all of the constituent corporations desire to merge into a single corporation as hereinafter specified; and

WHEREAS, the registered office of UMR, Inc. in Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801 and the name of its registered agents at such address is The Corporation Trust Company; and the registered office of United Medical Resources, Inc. in the State of Ohio is located at 1300 East 9<sup>th</sup> Street, Cleveland, Ohio 44114, and the name of its registered agent at such address is the C T Corporation System;

NOW THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST, UMR, Inc. hereby merges into itself its affiliate, United Medical Resources, Inc. and said United Medical Resources, Inc. shall be and hereby are merged, pursuant to the procedures in Section 368 of the Internal Revenue Code, into UMR, Inc., which shall be the surviving corporation.

SECOND, the Articles of Incorporation of UMR, Inc., which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD, the manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) United Medical Resources, Inc. has 100 outstanding shares of Common Stock, \$0.01 par value, all of which are owned by UMR Holdings, Inc. On the effective date of this Merger, they will not be converted into shares of the surviving corporation, but instead they shall be canceled (along with the certificates representing the same) and all rights in respect thereof shall thereupon cease to exist.
- (b) UMR, Inc. has 100 outstanding shares of Common Stock, par value \$0.01 per share, all of which are owned by UMR Holdings, Inc. On the effective date of the Merger, the shares of UMR, Inc. shall continue to be the shares of the surviving corporation.

FOURTH, the terms and conditions of the merger are as follows:

- (a) The bylaws of the surviving corporation as they shall exist on the effective date of this Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.
- (c) The merger shall become effective on January 31, 2009.
- (d) Upon the merger becoming effective, all the property, rights, goodwill, privileges, franchises, patents, trademarks, licenses, registrations and other assets and liabilities of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the


merged corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporations respectively. The merged corporation hereby agree from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instructs and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and that fact having been certified on said Agreement and Plan of Merger by the Secretary of each corporate party thereto, have caused this Agreement to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations, on the date set forth above.

UMR, INC.

By:   
Jay M. Anliker, President


UNITED MEDICAL RESOURCES, INC.

By:   
Jay M. Anliker, President

CERTIFICATION

I, Paul M. Buchberger, Secretary of UMR, Inc., a corporation organized and existing under the laws of the State of Delaware, and Secretary of United Medical Resources, Inc., a corporation organized and existing under the laws of the State of Ohio, does hereby certify under penalties of perjury, as such Secretary that the Agreement and Plan of Merger to which this Certificate is attached, was duly signed on behalf of both corporations and was duly adopted pursuant to Section 251 of the General Corporation Law of Delaware by the unanimous written consent of the Board of Directors of each corporation and by unanimous written consent of the shareholders of corporation.

WITNESS my hand on this 23<sup>rd</sup> day of January, 2009.

  
Paul M. Buchberger, Secretary  
UMR, Inc.  
United Medical Resources, Inc.