

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM555802

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2019

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Flow-Cal, Inc.		12/23/2019	Corporation: TEXAS

RECEIVING PARTY DATA

Name:	Quorum Business Solutions (U.S.A.), Inc.
Street Address:	811 MAIN STREET
Internal Address:	SUITE 2000
City:	HOUSTON
State/Country:	TEXAS
Postal Code:	77002
Entity Type:	Corporation: NEVADA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	4524756	PYCIT
Registration Number:	4414441	FLOW-CAL
Registration Number:	4414439	FLOWCAL
Registration Number:	4130548	CALCIT FLOW AND QUALITY CALCULATOR
Registration Number:	3973402	PROVEIT LIQUID METER CALIBRATION
Registration Number:	3875855	FLOWCAL ENTERPRISE
Registration Number:	3831103	TESTIT EQUIPMENT CALIBRATION & SCHEDULIN

CORRESPONDENCE DATA

Fax Number: 3128622200

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: 3128628738

Email: michelle.nowicki@kirkland.com

Correspondent Name: Michelle Nowicki

Address Line 1: 300 N. LaSalle

Address Line 2: Kirkland & Ellis LLP

Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER: 45778-3

TRADEMARK

NAME OF SUBMITTER:	Michelle Nowicki
SIGNATURE:	/Michelle Nowicki/
DATE SIGNED:	01/03/2020
Total Attachments: 12 source=Flow-Cal to Quorum Merger#page1.tif source=Flow-Cal to Quorum Merger#page2.tif source=Flow-Cal to Quorum Merger#page3.tif source=Flow-Cal to Quorum Merger#page4.tif source=Flow-Cal to Quorum Merger#page5.tif source=Flow-Cal to Quorum Merger#page6.tif source=Flow-Cal to Quorum Merger#page7.tif source=Flow-Cal to Quorum Merger#page8.tif source=Flow-Cal to Quorum Merger#page9.tif source=Flow-Cal to Quorum Merger#page10.tif source=Flow-Cal to Quorum Merger#page11.tif source=Flow-Cal to Quorum Merger#page12.tif	

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Ruth R. Hughs
Secretary of State

Office of the Secretary of State

December 30, 2019

CT Corporation System
701 Brazos, Ste. 720
Austin, TX 78701 USA

RE:
Quorum Business Solutions (U.S.A.), Inc. (File Number: 800184051)

It has been our pleasure to approve and place on record the filing instrument effecting a merger. The appropriate evidence of filing is attached for your files. Payment of the filing fee is acknowledged by this letter.

If we can be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure

Phone: (512) 463-5555
Prepared by: Jean Marchione

Come visit us on the internet at <https://www.sos.texas.gov/>
Fax: (512) 463-5709
TID: 10339

Dial: 7-1-1 for Relay Services
Document: 934052620002

TRADEMARK

REEL: 006830 FRAME: 0406



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument merging

FLOW-CAL, INC.
Domestic For-Profit Corporation
[File Number: 76415400]

Into

Quorum Business Solutions (U.S.A.), Inc.
Foreign For-Profit Corporation
Nevada, USA
[File Number: 800184051]

has been received in this office and has been found to conform to law.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the merger on the date shown below.

Dated: 12/27/2019

Effective: 12/31/2019



A handwritten signature in black ink, appearing to read "Ruth R. Hughes".

Ruth R. Hughes
Secretary of State

Form 623
(Revised 12/15)
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



This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas

DEC 27 2019

**Parent-Subsidiary
Certificate of Merger
Business Organizations Code**

Corporations Section

Parties to the Merger

Pursuant to chapter 10 of the Texas Business Organizations Code, and the title applicable to each domestic filing entity identified below, the undersigned parties submit this certificate of merger.

The name, organizational form, and state of incorporation or organization, and file number, if any, issued by the secretary of state for the parent and subsidiary organization(s) are as follows:

Parent

Quorum Business Solutions (U.S.A.), Inc.

Name of Organization
The organization is a for-profit corporation It is organized under the laws of
Specify organizational form (e.g., for-profit corporation)
NV U.S.A. The file number, if any, is 0800184051
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

4625 West Nevso Drive, Suite 2 Las Vegas NV U.S.A.
Street Address City State Country

Subsidiary 1

Flow-Cal, Inc.

Name of Organization
The organization is a: for-profit corporation It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)
TX U.S.A. The file number, if any, is 76415400
State Country Texas Secretary of State file number

If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country

The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:

<i>Number of ownership interests outstanding</i>	<i>Class</i>	<i>Series</i>	<i>Number owned by parent</i>	<i>Percentage Owned</i>
1,000	common		1,000	100%

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 2

Name of Organization
The organization is a: _____ It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

The file number, if any, is: _____
State Country Texas Secretary of State file number
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Subsidiary 3

Name of Organization
The organization is a: _____ It is organized under the laws of:
Specify organizational form (e.g., for-profit corporation)

The file number, if any, is: _____
State Country Texas Secretary of State file number
If not a domestic entity, its registered or principal office address in its jurisdiction of formation is:

Street Address City State Country
The number of outstanding ownership interests of each class or series and the number and percentage of ownership interests of each class or series owned by the parent organization are as follows:
Number of ownership interests outstanding Class Series Number owned by parent Percentage Owned

The organization will survive the merger. The organization will not survive the merger.

Resolution of Merger

A copy of the resolution of merger is attached.

The attached resolution was adopted and approved by the governing authority of the parent organization as required by the laws of its jurisdiction of formation and by its governing documents.

The resolution was adopted by the parent organization on 12/23/2019
mm/dd/yyyy

Organizations Created by Merger

The name, jurisdiction of organization, principal place of business address, and entity description of each entity or other organization to be created pursuant to the resolution of merger are set forth below. The certificate of formation of each new domestic filing entity to be created is being filed with this certificate of merger.

Name of New Organization 1 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 2 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip Code

Name of New Organization 3 Jurisdiction Entity Type (See instructions)

Principal Place of Business Address City State Zip

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. [X] 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: December 31, 2019

C. [] This document takes effect on the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is:

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

Text Area

[Empty text area box]

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 non-surviving filing entity.

[X] In lieu of providing the tax certificate, one or more of the surviving, acquiring or newly created organizations will be liable for the payment of the required 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. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the parent organization, to execute the filing instrument.

Date: 12/23/2019

Quorum Business Solutions (U.S.A.), Inc.

Parent Organization Name

[Signature]

Signature of authorized person (see instructions)

Eugene Austin

Printed or typed name of authorized person

FLOW-CAL, INC.

CONSENT IN LIEU OF A SPECIAL
MEETING OF THE SOLE SHAREHOLDER

DECEMBER 23, 2019

The undersigned, being the sole shareholder of Flow-Cal, Inc, a Texas corporation (the "Corporation"), in lieu of holding a special meeting of the shareholders of the Corporation, hereby takes the following actions and adopts the following resolutions by written consent pursuant to Chapter 10 of the Texas Business Organizations Code:

AGREEMENT AND PLAN OF MERGER

WHEREAS, the directors of the Corporation have considered and recommended to the undersigned sole shareholder of the Corporation (the "Parent"), that the Corporation be merged with and into its Parent, with the Parent being the entity surviving the merger (the "Merger");

WHEREAS, the Parent has been provided with an Agreement and Plan of Merger by and between the Corporation and the Parent (the "Plan of Merger"); and

WHEREAS, pursuant to the terms and provisions of the Plan of Merger, the Corporation will be merged with and into the Parent with the Parent being the entity surviving the Merger.

NOW, THEREFORE, BE IT RESOLVED, that the Parent does hereby determine that the Plan of Merger, the Merger and the other transactions contemplated thereby are advisable and fair to, and in the best interests of, the Corporation and the Parent, as sole shareholder, of the Corporation.

FURTHER RESOLVED, that the forms, terms and provisions of the Plan of Merger, and, the performance by the Corporation of its obligations thereunder, the consummation by the Corporation of the transactions contemplated thereby, including the Merger, be, and they hereby are, approved in all respects.

GENERAL

RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, any of the authorized officers of the Corporation be, and hereby are, authorized to take all such further actions, and to execute and deliver all such further agreements, instruments, documents or certificates, in the name and on behalf of the Corporation, and under their

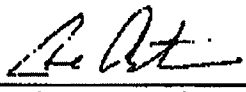
corporate seals or otherwise, and to pay all such fees and expenses, which shall in their judgment be necessary or advisable and to perform all of the obligations of the Corporation in connection with foregoing resolutions.

The actions taken by this consent shall have the same force and effect as if taken at a special meeting of the sole shareholder of the Corporation duly called and constituted pursuant to the By-laws of the Corporation and the laws of the State of Texas.

* * * *

IN WITNESS WHEREOF, the undersigned has executed this consent as of the
date first written above.

QUORUM BUSINESS SOLUTIONS
(U.S.A.), INC., a Delaware corporation

By: 
Name: Eugene Austin
Title: President and Chief Executive Officer

Signature Page of Flow-Cal, Inc. Sole Shareholder Consent

TRADEMARK
REEL: 006830 FRAME: 0413



BARBARA K. CEGAUSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov
 www.nvsilverflume.gov

Filed in the Office of <i>Barbara K. Cegauske</i>	Business Number C6239-2003
Secretary of State State Of Nevada	Filing Number 20190372017
	Filed On 12/23/2019 1:29:00 PM
	Number of Pages 4

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: Conversion Exchange Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information: (Constituent, Acquired or Merging)	Entity Name: <input type="text" value="Flow-Cal, Inc."/> Jurisdiction: <input type="text" value="Texas"/> Entity Type*: <input type="text" value="corporation"/> <i>If more than one entity being acquired or merging please attach additional page.</i>
2. Entity Information: (Resulting, Acquiring or Surviving)	Entity Name: <input type="text" value="Quorum Business Solutions (U.S.A.), Inc."/> Jurisdiction: <input type="text" value="Nevada"/> Entity Type*: <input type="text" value="corporation"/>
3. Plan of Conversion, Exchange or Merger: (select one box)	<input type="checkbox"/> The entire plan of conversion, exchange or merger is attached to these articles. <input checked="" type="checkbox"/> The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200). <input type="checkbox"/> The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)
4. Approval: (If more than one entity being acquired or merging please attach additional approval page.)	Exchange/Merger: Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity) <input type="checkbox"/> A. Owner's approval was not required from the: <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input checked="" type="checkbox"/> B. The plan was approved by the required consent of the owners of: <input checked="" type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input type="checkbox"/> C. Approval of plan of exchange/merger for Nevada non-profit corporation (NRS 92A.160): Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation. <input type="checkbox"/> Acquired/merging <input type="checkbox"/> Acquiring/surviving <input type="text" value="Flow-Cal, Inc."/> Name of acquired/merging entity <input type="text" value="Quorum Business Solutions (U.S.A.), Inc."/> Name of acquiring/surviving entity
5. Effective Date and Time: (Optional)	Date: <input type="text" value="12/31/2019"/> Time: <input type="text"/> (must not be later than 90 days after the certificate is filed)

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.



BARBARA K. CEGAVSKE
 Secretary of State
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 Carson City, Nevada 89701-4201
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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: Conversion Exchange Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

4. Approval Continued:
 (If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:
 Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

A. Owner's approval was not required from the:

- Acquired/merging
- Acquiring/surviving

B. The plan was approved by the required consent of the owners of:

- Acquired/merging
- Acquiring/surviving

C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

- Acquired/merging
- Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

4. Approval Continued:
 (If more than one entity being acquired or merging please attach additional approval page.)

Exchange/Merger:
 Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

A. Owner's approval was not required from the:

- Acquired/merging
- Acquiring/surviving

B. The plan was approved by the required consent of the owners of:

- Acquired/merging
- Acquiring/surviving

C. Approval of plan of exchange for Nevada non-profit corporation (NRS 92A.160):

Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

- Acquired/merging
- Acquiring/surviving

Name of acquired/merging entity

Name of acquiring/surviving entity

* corporation, limited partnership, limited-liability limited partnership, limited-liability company or business trust.



BARBARA K. CEGAVSKE
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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

6. Forwarding Address for Service of Process:
 (Conversion and Mergers only, if resulting/surviving entity is foreign)

Quorum Business Solutions (U.S.A.), Inc.	U.S.A.
Name	Country
Care of: Eugene Austin	
811 Main Street, Suite 2000	Houston TX 77002
Address	City State Zip/Postal Code

7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200):
 (Merger only) **

** Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

8. Declaration:
 (Exchange and Merger only)

Exchange:
 The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).

Merger: (Select one box)

The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).

The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

9. Signature Statement: (Required)

Conversion:
 A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity

*Form will be returned if unsigned.
 This form must be accompanied by appropriate fees.*



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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

9. Signature Statement
 Continued: (Required)

Exchange:
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230)
 Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.
 The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

Merger:
 Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).
 The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

10. Signature(s):
 (Required)

Flow-Cal, Inc.
 Name of acquired/merging entity

X President & CEO 12/23/2019
 Signature (Exchange/Merger) Title Date

If more than one entity being acquired or merging please attach additional page of information and signatures.

Quorum Business Solutions (U.S.A.), Inc.
 Name of acquiring/surviving entity

X President & CEO 12/23/2019
 Signature (Exchange/Merger) Title Date

X _____ Title Date
 Signature of Constituent Entity (Conversion)

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

Form will be returned if unsigned.
 This form must be accompanied by appropriate fees.

Page 4 of 4
 Revised: 1/1/2019