

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM604849

| | |
|------------------------------|--------------|
| SUBMISSION TYPE: | RESUBMISSION |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 09/30/2020 |
| RESUBMIT DOCUMENT ID: | 900575868 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------|----------|----------------|-----------------------|
| ZOMD, Inc. | | 09/30/2020 | Corporation: NEBRASKA |

RECEIVING PARTY DATA

| | |
|--------------------------|-------------------------|
| Name: | ZO Skin Health, Inc. |
| Street Address: | 9685 Research Drive |
| Internal Address: | Suite 104-109 |
| City: | Irvine |
| State/Country: | CALIFORNIA |
| Postal Code: | 92618 |
| Entity Type: | Corporation: CALIFORNIA |

PROPERTY NUMBERS Total: 2

| Property Type | Number | Word Mark |
|-----------------------------|---------|----------------|
| Registration Number: | 4786332 | ZO SKIN CENTRE |
| Registration Number: | 5897515 | ZO SKIN CENTRE |

CORRESPONDENCE DATA

Fax Number: 4029339630

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: 4025027656

Email: sreneau@ddlgroup.com

Correspondent Name: Stacia A Reneau

Address Line 1: 9500 W. Dodge Road

Address Line 2: Suite 100

Address Line 4: Omaha, NEBRASKA 68114

| | |
|---------------------------|----------------------|
| NAME OF SUBMITTER: | Stacia A. Reneau |
| SIGNATURE: | /s/ Stacia A. Reneau |
| DATE SIGNED: | 10/26/2020 |

Total Attachments: 8

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Secretary of State
State of California

SEP 30 2020

Agreement of Merger

This Agreement of Merger is entered into between ZO Skin Health, Inc. ^{ICC} ^{MC} a, California corporation (herein "Surviving Corporation") and ZOMD, Inc., a Nebraska corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The Articles of Incorporation of the Surviving Corporation are amended and restated as of the Effective Date in connection with the merger as set forth in the attached "Exhibit A".
3. Each outstanding share of Merging Corporation shall be converted into 4.0727 shares of Common Stock of Surviving Corporation.
4. All of the Series A Common Stock, Series B Common Stock and the Non-Voting Preferred Stock of the Surviving Corporation are being cancelled without consideration.
5. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
6. The effect of the merger and the effective date of the merger are as prescribed by law.

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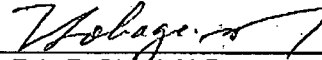
IN WITNESS WHEREOF, the parties have executed this Agreement.

ZO Skin Health, Inc. a California
corporation

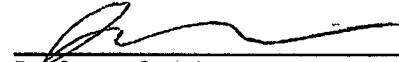


By: Mark Williams
Its: President and Secretary

ZOMD, Inc., a Nebraska corporation



By: Zein E. Obagi, M.D.
Its: President



By: Samar Obagi
Its: Secretary

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EXHIBIT "A"
AMENDED AND RESTATED
ARTICLES OF INCORPORATION

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ZO SKIN HEALTH, INC.**

ARTICLE I

The name of this Corporation is ZO Skin Health, Inc.

ARTICLE II

The purpose of this Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

ARTICLE III

A. **Authorized.** This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of Common Stock which this Corporation is authorized to issue is 25,000,000 shares, each with a par value of \$0.01 per share. The total number of shares of Preferred Stock which this Corporation is authorized to issue is 25,000,000 shares with a par value of \$0.01 per share. The total number of shares of the Corporation is 50,000,000 shares.

B. **Rights and Restrictions.** The Board of Directors, within any limits and restrictions stated, may determine or alter the rights, preferences, privileges, and restrictions granted to or imposed upon any wholly unissued class of shares or any wholly unissued series of any class of shares.

ARTICLE IV

A. **Elimination of Monetary Damages.** The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

B. **Indemnification.** This Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to applicable limits set forth in Section 204 of the California Corporations Code with respect to actions for breach of duty to this Corporation and its shareholders.

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Mark Williams certifies that:

1. He is the president and secretary of ZO Skin Health, Inc., a California corporation (the "Surviving Corporation").
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors of the corporation.
3. The principal terms of the Agreement of Merger, including Section 4 thereof, were unanimously approved by the holders of 100% of the outstanding shares of the corporation.
4. Immediately prior to the merger, there were 6,492,581 shares of Series A Common Stock, 3,025,000 shares of Series B Common Stock, and 333,056 shares of Non-Voting Preferred Stock outstanding.
5. All of the Series A Common Stock, Series B Common Stock and the Non-Voting Preferred Stock of the Surviving Corporation are being cancelled without consideration.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

[Remainder of Page Intentionally Left Blank; Signature Page to Follow.]

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Date: September 30, 2020



Mark Williams, President and Secretary

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CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Zein E. Obagi, M.D. and Samar Obagi certify that:

1. They are the president and the secretary, respectively, of ZOMD, Inc., a Nebraska corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors and by the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares, and the number of shares outstanding entitled to vote on the merger is 10,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: September 30, 2020



Zein E. Obagi, M.D., President



Samar Obagi, Secretary

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REEL: 007086 FRAME: 0023



I hereby certify that the foregoing transcript of 7 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 02 2020 *mc*

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State

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RECORDED: 10/21/2020