

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM745626

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/21/2022

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Caliber MS, Inc.		07/21/2022	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Capillary Biomedical, Inc.
Street Address:	11075 Roselle Street
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92121
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	5997695	CAPBIO
Registration Number:	5997709	CAPBIO
Registration Number:	5997712	CAPBIO
Registration Number:	5997713	CAPILLARY BIOMEDICAL
Registration Number:	5997714	CAPILLARY BIOMEDICAL
Registration Number:	6329179	STEADIFLOW
Registration Number:	6222318	STEADISET

CORRESPONDENCE DATA

Fax Number: 5132414771

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: (513) 352-6527

Email: dawn.schneider@thompsonhine.com

Correspondent Name: Louis K. Ebling, Thompson Hine LLP

Address Line 1: 312 Walnut Street, Suite 2000

Address Line 4: Cincinnati, OHIO 45202

NAME OF SUBMITTER:	Louis K. Ebling
SIGNATURE:	/Louis Ebling/

OP \$190.00 5997695

DATE SIGNED:	08/03/2022
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Total Attachments: 6

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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 MERGER, WHICH MERGES:

"CALIBER MS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "CAPILLARY BIOMEDICAL, INC." UNDER THE NAME OF "CAPILLARY BIOMEDICAL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JULY, A.D. 2022, AT 2:02 O`CLOCK P.M.



5477604 8100M
SR# 20223051808

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203976840
Date: 07-21-22

TRADEMARK
REEL: 007810 FRAME: 0372

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:02 PM 07/21/2022
FILED 02:02 PM 07/21/2022
SR 20223051898 - File Number 5477604

CERTIFICATE OF MERGER

MERGING

**CALIBER MS, INC.
A DELAWARE CORPORATION**

WITH AND INTO

**CAPILLARY BIOMEDICAL, INC.
A DELAWARE CORPORATION**

July 21, 2022

Pursuant to Section 251 of the General Corporation Law of the State of Delaware

Capillary Biomedical, Inc., a Delaware corporation ("Company"), does hereby certify as follows:

FIRST: Each of the constituent corporations, Company and Caliber MS, Inc., a Delaware corporation ("Merger Sub"), is a corporation duly organized and existing under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Merger dated as of July 5, 2022 (the "Merger Agreement"), by and among Tandem Diabetes Care, Inc., a Delaware corporation, Merger Sub, Company and Shareholder Representative Services LLC, as the Securityholders' Representative, setting forth the terms and conditions of the merger of Merger Sub with and into Company (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 228 and Section 251 of the Delaware General Corporation Law.

THIRD: Company shall be the surviving corporation in the Merger (the "Surviving Corporation"). The name of the Surviving Corporation shall be Capillary Biomedical, Inc.

FOURTH: The certificate of incorporation of the Surviving Corporation shall be amended and restated such that upon the effectiveness of the Merger, the certificate of incorporation in the form attached hereto as Exhibit A shall be the certificate of incorporation of the Surviving Corporation.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation at the following address:

Capillary Biomedical, Inc.
2 Wrigley #100
Irvine, CA 92618

SIXTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: The Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

**TRADEMARK
REEL: 007810 FRAME: 0373**

IN WITNESS WHEREOF, Company has caused this Certificate of Merger to be executed by the undersigned authorized officer as of the date first written above.

CAPILLARY BIOMEDICAL, INC.

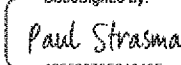
DocuSigned by:

Name: Paul Strasma
Title: President & Chief Executive Officer

Exhibit A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

EXHIBIT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
CAPILLARY BIOMEDICAL, INC.**

ARTICLE 1

The name of this corporation is Capillary Biomedical, Inc.

ARTICLE 2

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of the Corporation's registered agent at that address is The Corporation Trust Company.

ARTICLE 3

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended from time to time.

ARTICLE 4

The total number of shares of capital stock which this Corporation has authority to issue is 1,000 shares of Common Stock, \$0.00001 par value per share.

ARTICLE 5

(a) The election of directors need not be by written ballot unless otherwise provided in the Bylaws. The number of directors of the Corporation will be as specified in the Corporation's Bylaws.

(b) Meetings of the stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the General Corporation Law of the State of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or by the Bylaws of the Corporation.

(c) The Corporation reserves the right to amend, alter or repeal in any respect any provision of the Certificate of Incorporation in the manner now or subsequently prescribed by statute, and all rights and powers conferred upon directors or stockholders in this Certificate of Incorporation or any amendment hereof are conferred subject to this reservation.

ARTICLE 6

(a) To the fullest extent permitted by applicable law, a director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director.

(b) To the fullest extent permitted by applicable law, the Corporation may indemnify any person made or threatened to be made a party to any action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any other enterprise.

(c) Any repeal or modification of this Article 6 by the stockholders of the Corporation shall be prospective only, and shall not eliminate or reduce the effect of this Article 6 in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article 6, would accrue or arise prior to such repeal or modification.

ARTICLE 7

The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the Bylaws of the Corporation, or adopt new Bylaws, without any action on the part of the stockholders.

ARTICLE 8

Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware, or (iv) any action asserting a claim governed by the internal affairs doctrine, shall be the Court of Chancery of the State of Delaware, in all cases subject to such court having personal jurisdiction over the indispensable parties named as defendants.