

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM853564

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/30/2020		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
SimplyWell, Inc.		12/20/2020	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Virgin Pulse, Inc.		
Street Address:	75 Fountain Street		
City:	Providence		
State/Country:	RHODE ISLAND		
Postal Code:	02902		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	5740720	SIMPLYWELL	
Registration Number:	2815159	SIMPLYWELL	
Registration Number:	2984168	YOUR FUTURE. YOUR HEALTH.	
CORRESPONDENCE DATA			
Fax Number:	6172359493		
<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>			
Phone:	212-596-9287		
Email:	nicole.mollica@ropesgray.com		
Correspondent Name:	Nicole Mollica, Ropes & Gray LLP		
Address Line 1:	1211 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	116793-0019-003		
NAME OF SUBMITTER:	Nicole Mollica		
SIGNATURE:	/nicole mollica/		
DATE SIGNED:	11/15/2023		
Total Attachments: 8			
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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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "VIRGIN PULSE, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SECOND DAY OF AUGUST, A.D. 2004, AT 5:52 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "VIRGIN LIFE CARE INC." TO "BODY IQ INC.", FILED THE NINETEENTH DAY OF AUGUST, A.D. 2004, AT 4:01 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BODY IQ INC." TO "VIRGIN LIFECARE, INC.", FILED THE SEVENTH DAY OF OCTOBER, A.D. 2004, AT 4:14 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "VIRGIN LIFECARE, INC." TO "VIRGIN LIFE CARE, INC.", FILED THE FIFTEENTH DAY OF DECEMBER, A.D. 2004, AT 6:39 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

3837337 8100H
SR# 20233619697

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

Authentication: 204279764
Date: 09-29-23

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CERTIFICATE OF AMENDMENT, FILED THE FIFTH DAY OF JUNE, A.D. 2006, AT 12:42 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE FOURTEENTH DAY OF NOVEMBER, A.D. 2007, AT 1:34 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "VIRGIN LIFE CARE, INC." TO "VIRGIN HEALTHMILES, INC.", FILED THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2007, AT 5 O`CLOCK P.M.

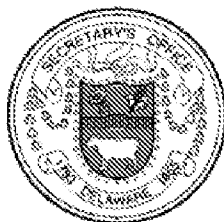
RESTATED CERTIFICATE, FILED THE EIGHTH DAY OF JANUARY, A.D. 2009, AT 12:48 O`CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FOURTEENTH DAY OF JANUARY, A.D. 2010, AT 11:45 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "VIRGIN HEALTHMILES, INC." TO "VIRGIN PULSE, INC.", FILED THE THIRD DAY OF OCTOBER, A.D. 2013, AT 4:54 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTIETH DAY OF MAY, A.D. 2015, AT 3:32 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF DECEMBER, A.D. 2020, AT 1:05 O`CLOCK P.M.




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*CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF DECEMBER,
A.D. 2020, AT 1:08 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED THE THIRTIETH DAY OF DECEMBER,
A.D. 2020, AT 1:15 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2020, AT 8:58 O`CLOCK A.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2020 AT 12:01 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2020, AT 8:59 O`CLOCK A.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2020 AT 12:01 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2020, AT 9 O`CLOCK A.M.*




Jeffrey W. Bullock, Secretary of State

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AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2020 AT 12:01 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2020, AT 9:01 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2020 AT 12:01 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2020, AT 9:02 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2020 AT 12:01 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2020, AT 9:03 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2020 AT 12:01 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

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*CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2020, AT 9:04 O`CLOCK A.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2020 AT 12:01 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2020, AT 9:05 O`CLOCK A.M.*


*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2020 AT 12:01 O`CLOCK P.M.*

*CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TWENTY-
SEVENTH DAY OF MAY, A.D. 2021, AT 9:50 O`CLOCK A.M.*

*CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 2022, AT 6:37 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2022 AT 11:59 O`CLOCK P.M.*




Jeffrey W. Bullock, Secretary of State

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Date: 09-29-23

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Delaware

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*CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 2022, AT 6:37 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2022 AT 11:59 O`CLOCK P.M.*

*CERTIFICATE OF MERGER, FILED THE TWENTY-NINTH DAY OF
DECEMBER, A.D. 2022, AT 6:37 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 2022 AT 11:59 O`CLOCK P.M.*

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "VIRGIN PULSE, INC.".*




Jeffrey W. Bullock, Secretary of State

3837337 8100H
SR# 20233619697

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

Authentication: 204279764
Date: 09-29-23

TRADEMARK
REEL: 008258 FRAME: 0659

STATE OF DELAWARE
CERTIFICATE OF MERGER

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:08 PM 12/30/2020
FILED 01:08 PM 12/30/2020
SR 20208794023 - File Number 3837337

OF

SIMPLYWELL, INC.
(a Delaware Corporation)

WITH AND INTO

VIRGIN PULSE, INC.
(a Delaware Corporation)

December 30, 2020

Pursuant to Section 251 of the General Corporation Law of the State of Delaware, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Virgin Pulse, Inc., a Delaware corporation (the "**Company**"), and the name of the corporation being merged with and into the Company is SimplyWell, Inc., a Delaware corporation.

SECOND: The Agreement and Plan of Merger has been duly approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging corporation.

THIRD: The name of the surviving corporation is Virgin Pulse, Inc., a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The Agreement and Plan of Merger is on file at 510 Marquette Avenue Suite 500, Minneapolis, Minnesota 55402, an office of the surviving corporation.

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

SEVENTH: The merger shall become effective 12:01 p.m. ET on December 30, 2020, for accounting purposes only.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company has caused this certificate to be signed by an authorized officer, on and as of the date first set forth above.

VIRGIN PULSE, INC.

DocuSigned by:
By: Kim Stephan
Name: Kim Stephan
Title: General Counsel and Secretary

[Signature Page to Certificate of Merger]