

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT4192776

|                                                                                                                                                                                                 |                                    |                       |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|-----------------------|
| <b>SUBMISSION TYPE:</b>                                                                                                                                                                         | NEW ASSIGNMENT                     |                       |
| <b>NATURE OF CONVEYANCE:</b>                                                                                                                                                                    | MERGER AND CHANGE OF NAME          |                       |
| <b>EFFECTIVE DATE:</b>                                                                                                                                                                          | 10/31/2014                         |                       |
| <b>CONVEYING PARTY DATA</b>                                                                                                                                                                     |                                    |                       |
|                                                                                                                                                                                                 | <b>Name</b>                        | <b>Execution Date</b> |
|                                                                                                                                                                                                 | REDPATH INTEGRATED PATHOLOGY, INC. | 10/31/2014            |
| <b>NEWLY MERGED ENTITY DATA</b>                                                                                                                                                                 |                                    |                       |
|                                                                                                                                                                                                 | <b>Name</b>                        | <b>Execution Date</b> |
|                                                                                                                                                                                                 | INTERPACE DIAGNOSTICS CORPORATION  | 10/31/2014            |
| <b>MERGED ENTITY'S NEW NAME (RECEIVING PARTY)</b>                                                                                                                                               |                                    |                       |
| <b>Name:</b>                                                                                                                                                                                    | INTERPACE DIAGNOSTICS CORPORATION  |                       |
| <b>Street Address:</b>                                                                                                                                                                          | MORRIS CORPORATE CENTER 1          |                       |
| <b>Internal Address:</b>                                                                                                                                                                        | BUILDING A                         |                       |
| <b>City:</b>                                                                                                                                                                                    | PARSIPPANY                         |                       |
| <b>State/Country:</b>                                                                                                                                                                           | NEW JERSEY                         |                       |
| <b>Postal Code:</b>                                                                                                                                                                             | 07054                              |                       |
| <b>PROPERTY NUMBERS Total: 1</b>                                                                                                                                                                |                                    |                       |
|                                                                                                                                                                                                 | <b>Property Type</b>               | <b>Number</b>         |
|                                                                                                                                                                                                 | <b>Application Number:</b>         | 15147960              |
| <b>CORRESPONDENCE DATA</b>                                                                                                                                                                      |                                    |                       |
| <b>Fax Number:</b>                                                                                                                                                                              | (610)640-7835                      |                       |
| <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> |                                    |                       |
| <b>Phone:</b>                                                                                                                                                                                   | 610-640-7820                       |                       |
| <b>Email:</b>                                                                                                                                                                                   | bwdocket@pepperlaw.com             |                       |
| <b>Correspondent Name:</b>                                                                                                                                                                      | DANIEL M. SCOLNICK                 |                       |
| <b>Address Line 1:</b>                                                                                                                                                                          | PEPPER HAMILTON LLP                |                       |
| <b>Address Line 2:</b>                                                                                                                                                                          | 899 CASSATT ROAD                   |                       |
| <b>Address Line 4:</b>                                                                                                                                                                          | BERWYN, PENNSYLVANIA 19312         |                       |
| <b>ATTORNEY DOCKET NUMBER:</b>                                                                                                                                                                  | 136054.02511                       |                       |
| <b>NAME OF SUBMITTER:</b>                                                                                                                                                                       | MELISSA SEEBARAN                   |                       |
| <b>SIGNATURE:</b>                                                                                                                                                                               | /Melissa Seebaran/                 |                       |
| <b>DATE SIGNED:</b>                                                                                                                                                                             | 12/20/2016                         |                       |

PATENT

**Total Attachments: 8**

source=MERGER\_AND\_CHANGE\_OF\_NAME\_to\_INTERPACE\_DIAGNOSTICS\_CORPORATION#page1.tif

source=MERGER\_AND\_CHANGE\_OF\_NAME\_to\_INTERPACE\_DIAGNOSTICS\_CORPORATION#page2.tif

source=MERGER\_AND\_CHANGE\_OF\_NAME\_to\_INTERPACE\_DIAGNOSTICS\_CORPORATION#page3.tif

source=MERGER\_AND\_CHANGE\_OF\_NAME\_to\_INTERPACE\_DIAGNOSTICS\_CORPORATION#page4.tif

source=MERGER\_AND\_CHANGE\_OF\_NAME\_to\_INTERPACE\_DIAGNOSTICS\_CORPORATION#page5.tif

source=MERGER\_AND\_CHANGE\_OF\_NAME\_to\_INTERPACE\_DIAGNOSTICS\_CORPORATION#page6.tif

source=MERGER\_AND\_CHANGE\_OF\_NAME\_to\_INTERPACE\_DIAGNOSTICS\_CORPORATION#page7.tif

source=MERGER\_AND\_CHANGE\_OF\_NAME\_to\_INTERPACE\_DIAGNOSTICS\_CORPORATION#page8.tif

# Delaware

PAGE 1

## The First State

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:

"REDPATH ACQUISITION SUB, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "REDPATH INTEGRATED PATHOLOGY, INC." UNDER THE  
NAME OF "INTERPACE DIAGNOSTICS CORPORATION", A CORPORATION  
ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE,  
AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF  
OCTOBER, A.D. 2014, AT 3:48 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE  
NEW CASTLE COUNTY RECORDER OF DEEDS.

4354810 8100M

141359449



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1829486

DATE: 11-03-14

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

PATENT  
REEL: 041033 FRAME: 0382

CERTIFICATE OF MERGER

of

RedPath Acquisition Sub, Inc.  
(a Delaware corporation)

with and into

RedPath Integrated Pathology, Inc.  
(a Delaware corporation)

Pursuant to Section 251 of the Delaware General Corporation Law.

.....  
The undersigned corporation does hereby certify that:

FIRST: The constituent corporations (the "Constituent Corporations") participating in the merger herein certified (the "Merger") are:

(i) RedPath Acquisition Sub, Inc., which is incorporated under the laws of the State of Delaware ("Acquisition Sub"); and

(ii) RedPath Integrated Pathology, Inc., which is incorporated under the laws of the State of Delaware ("RedPath").

SECOND: An Agreement and Plan of Merger dated as of October 31, 2014 (the "Agreement and Plan of Merger"), by and among PDI, Inc., a Delaware corporation, Interpace Diagnostics, LLC, a Delaware limited liability company, Acquisition Sub, RedPath, and RedPath Equityholder Representative, LLC, a Delaware limited liability company, solely in its capacity as the Equityholder Representative, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL").

THIRD: RedPath shall be the surviving corporation in the Merger (the "Surviving Corporation"). The name of the Surviving Corporation shall be amended to read "Interpace Diagnostics Corporation."

FOURTH: The Certificate of Incorporation of the Surviving Corporation shall be amended and restated in its entirety as set forth on Exhibit A, and, as so amended and restated, shall constitute the Amended and Restated Certificate of Incorporation of the Surviving Corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is as follows:

Interpace Diagnostics Corporation  
Morris Corporate Center 1, Building A  
300 Interpace Parkway  
Parsippany, New Jersey 07054

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

SEVENTH: The Merger shall become effective at such time as this Certificate of Merger is duly filed and accepted by the Secretary of State of the State of Delaware.

[Reminder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate of Merger to be duly executed by its authorized officer.

Dated: October 31, 2014

RedPath Integrated Pathology, Inc.

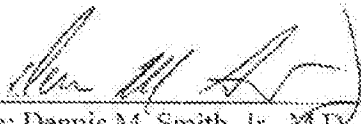
By:   
Name: Dennis M. Smith, Jr., M.D.  
Title: President & Chief Executive Officer

Exhibit A

See attached.

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
INTERPACE DIAGNOSTICS CORPORATION**

**FIRST:** The name of the corporation (the "Corporation") is Interpace Diagnostics Corporation.

**SECOND:** The address of the Corporation's registered office in the State of Delaware and New Castle County shall be 1313 N. Market Street, Suite 5100, Wilmington, Delaware 19801. The registered agent at such address shall be PHS Corporate Services, Inc.

**THIRD:** 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.

**FOURTH:** The total number of shares of all classes of stock that the Corporation shall have authority to issue is one hundred (100) shares, all of which are designated Common Stock, with no par value per share.

**FIFTH:** The name and mailing address of the Incorporator are as follows: PHS Corporate Services, Inc., 1313 N. Market Street, Suite 5100, Wilmington, Delaware 19801.

**SIXTH:** The election of directors need not be by written ballot unless the Bylaws so provide.

**SEVENTH:** The Corporation is to have perpetual existence.

**EIGHTH:** The board of directors of the Corporation is expressly authorized and empowered from time to time in its discretion to make, alter, amend or repeal the Bylaws of the Corporation, except as such power may be restricted or limited by the General Corporation Law of the State of Delaware.

**NINTH:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

**TENTH:** To the maximum extent permitted from time to time under the laws of the State of Delaware, the Corporation eliminates the personal liability of each member of its board of directors to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided, however, that, to the extent provided by applicable law, the foregoing shall not eliminate the liability of a director (i) for any breach of such director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code or (iv) for any transaction from which such director derived an improper personal benefit. No amendment or repeal of this provision shall apply to or have any

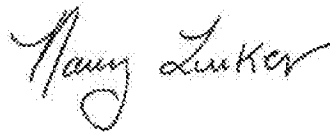
effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

**ELEVENTH:** To the maximum extent permitted from time to time under the laws of the State of Delaware, the Corporation shall indemnify and, upon request, shall advance expenses to any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was or has agreed to be a director or officer of the Corporation or while a director or officer is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of any corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against any and all expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement or incurred in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the foregoing shall not require the Corporation to indemnify or advance expenses to any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. No amendment or repeal of this Article ELEVENTH shall apply to or adversely affect any right or protection of a director or officer of the Corporation with respect to any act or omission of such director occurring prior to such amendment or repeal.

INTERPACE DIAGNOSTICS, LLC  
300 INTERPACE PKWY, MORRIS CORP. CTR 1, BLDG. A  
PARSIPPANY, NJ 07054

The undersigned, being a duly authorized person of Interpace Diagnostics, LLC, a Delaware limited liability company, does hereby consent to the use of the name Interpace Diagnostics Corporation on the records of the Delaware Secretary of State.

By:



---

Nancy Lurker  
Authorized Person

Dated: 10/31, 2014