

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM659634

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	06/07/2021		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Assurity Brands, LLC		06/07/2021	Limited Liability Company: COLORADO
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	D-M-S Holdings, Inc.		
<b>Street Address:</b>	1931 Norman Drive South		
<b>City:</b>	Waukegan		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60085		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	5017182	NOURISH BEAUTY	
<b>Registration Number:</b>	5016961	NOURISH BEAUTE	
<b>Serial Number:</b>	86390110	NOURISH HAIR GROWTH SUPPORT VITAMINS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6124927077		
<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>	6124927000		
<b>Email:</b>	plarson@fredlaw.com		
<b>Correspondent Name:</b>	Patricia Larson, Sr. Trademark Paralegal		
<b>Address Line 1:</b>	Fredrikson & Byron, P.A.		
<b>Address Line 2:</b>	200 S. Sixth Street, Suite 4000		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55402		
<b>NAME OF SUBMITTER:</b>	Patricia A. Larson		
<b>SIGNATURE:</b>	/Patricia A. Larson/		
<b>DATE SIGNED:</b>	07/13/2021		
<b>Total Attachments: 9</b>			
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**AGREEMENT OF MERGER  
OF**

**ASSURITY BRANDS, LLC, a Colorado limited liability company**

**WITH AND INTO**

**D-M-S HOLDINGS, INC., a Delaware corporation**

**THIS AGREEMENT OF MERGER** (this "Agreement"), is executed as of this 7th day of June 2021, by and between Assurity Brands, LLC, a Colorado limited liability company (the "Merging Company") and D-M-S Holdings, Inc., a Delaware corporation (the "Surviving Company"). The Merging Company and the Surviving Company are sometimes referred to herein as the "Constituent Companies."

WHEREAS, the Member of the Merging Company and the Board of Directors of the Surviving Company believe it to be in the best interests of the Constituent Companies that the Merging Company be merged with and into the Surviving Company (the "Merger"), in accordance with the provisions of the Colorado Limited Liability Company Act (the "CO LLC Act") and the Delaware General Corporation Law (the "DGCL"), on the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein, and for the purpose of stating the terms and conditions of the Merger, the parties hereto agree as follows:

**ARTICLE 1.**

**THE MERGER; CANCELLATION OF MEMBERSHIP INTERESTS**

1.1) The Merger. Pursuant to the applicable provisions of the CO LLC Act and the DGCL, the Merging Company shall be merged with and into the Surviving Company. The Merger shall become effective when this Agreement is filed with the Delaware Secretary of State (the "Effective Date"). At the Effective Date, the Merging Company shall be merged with and into the Surviving Company in accordance with the CO LLC Act and the DGCL, whereupon the separate corporate existence of the Merging Company shall cease, and the Surviving Company shall alone continue in existence. All transactions after the Effective Date shall be deemed transactions of and for the account of the Surviving Company.

1.2) Cancellation of Membership Interests. Prior to the Effective Date, the Surviving Company held all of the issued and outstanding membership interests ("Membership Interests") of the Merging Company. As of the Effective Date, each issued and outstanding Membership Interest of the Merging Company shall, by virtue of the Merger and without any action on the part of the Surviving Company, be cancelled.

**ARTICLE 2.**

**ORGANIZATION OF THE SURVIVING COMPANY**

2.1) Certificate of Incorporation of the Surviving Company. The certificate of incorporation of the Surviving Company prior to the Effective Date shall be the certificate of

incorporation of the Surviving Company immediately after the Effective Date, until thereafter amended in accordance with the DGCL and as provided in such certificate of incorporation.

2.2) Board of Directors and Officers. The officers of the Surviving Company immediately prior to the Effective Date shall be the officers of the Surviving Company immediately after the Effective Date, and by resolution of the Board of Directors of the Surviving Company the officers are empowered to prepare, execute and deliver such documents, instruments and certificates and to make such filings as they deem necessary or advisable to effectuate the Merger.

### ARTICLE 3. GENERAL PROVISIONS

3.1) Succession to Rights. As of the Effective Date, the rights set forth herein shall apply to the Surviving Company. The Surviving Company shall succeed to and possess all the rights, privileges, powers, immunities, franchises, concessions, certificates and authority of a public as well as a private nature, of each of the Constituent Companies. All property, real, personal and mixed, and every interest therein, and all other choses in action of or belonging to each of the Constituent Companies on whatever account shall be vested in the Surviving Company, without any further act or deed; and all property, assets, rights, privileges, powers, immunities, franchises, concessions, certificates and authority shall be thereafter as effectively the property of the Surviving Company as they were or would be of the Constituent Companies or any of them. Title to any real estate or any interest therein vested by deed or otherwise in any of the Constituent Companies shall not revert or be in any way impaired by reason of the Merger.

3.2) Succession of Liabilities. As of the Effective Date, the Surviving Company shall be responsible and liable for all debts, liabilities, duties and obligations of each of the Constituent Companies, and all such debts, liabilities, duties and obligations shall attach to the Surviving Company and may be enforced against it to the same extent as if such debts, liabilities, duties and obligations had been originally incurred or contracted by it. As of the Effective Date, any claim of the Constituent Companies may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Company may be substituted in its place. Neither the rights of creditors nor any liens upon the property of any of the Constituent Companies shall be impaired by the Merger.

*[Signature Page Follows]*

IN WITNESS WHEREOF, each party hereto has caused this Agreement of Merger to be signed by its duly authorized officer or manager, all as of the date first above written.

**MERGING COMPANY:**

**Assurity Brands, LLC**  
a Colorado Limited Liability Company

*Bruce Dan*

By: \_\_\_\_\_  
Name: Bruce Dan  
Its: Manager

**SURVIVING COMPANY:**

**D-M-S Holdings, Inc.**  
a Delaware corporation

By: \_\_\_\_\_  
Name: Brad Deich  
Its: Chief Financial Officer

*[Signature page to Agreement of Merger]*

IN WITNESS WHEREOF, each party hereto has caused this Agreement of Merger to be signed by its duly authorized officer or manager, all as of the date first above written.

**MERGING COMPANY:**

**Assurity Brands, LLC**  
a Colorado Limited Liability Company

By: \_\_\_\_\_  
Name: Bruce Dan  
Its: Manager

**SURVIVING COMPANY:**

**D-M-S Holdings, Inc.**  
a Delaware corporation

By: Brad Deich  
Name: Brad Deich  
Its: Chief Financial Officer

*[Signature page to Agreement of Merger]*

**D-M-S HOLDINGS, INC.  
OFFICER'S CERTIFICATE**

This Officer's Certificate of D-M-S Holdings, Inc., a Delaware corporation ("DMS"), is dated as of May 25, 2021. The undersigned, being the President of DMS, hereby certifies, on behalf of DMS and not in his individual capacity, as follows:

Attached hereto as Exhibit A is a true, correct and complete copy of the resolutions (the "Resolutions") duly adopted by the Shareholder and Board of Directors of DMS approving and authorizing the execution, delivery and performance of the Merger Documents (as such term is defined in the Resolutions) and the transactions contemplated thereby. Such resolutions have not been amended, modified, revoked or rescinded since the date of adoption thereof, are in full force and effect on and as of the date hereof and are the only resolutions that have been adopted by the Shareholder and Board of Directors of DMS with respect to the subject matter thereof.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, I have hereunto set my hand on the date first set forth above.

D-M-S HOLDINGS, INC.

By: Brad Mueller  
Name: Brad Mueller  
Title: President



**WRITTEN ACTION IN LIEU OF MEETING  
OF THE SHAREHOLDER AND BOARD OF DIRECTORS  
OF  
D-M-S HOLDINGS, INC.**

The undersigned, being the shareholder (the "Shareholder") and all of the members of the Board of Directors (the "Board") of D-M-S Holdings, Inc., a Delaware corporation (the "Company"), acting pursuant to the provisions of the Delaware General Corporation Law, consent to the adoption of and do hereby adopt the following resolutions, effective May 25, 2021:

**Approval of Agreement of Merger and Statement of Merger**

WHEREAS, the Shareholder and the Board have been provided and have reviewed the Statement of Merger and Agreement of Merger (the "Merger Documents") whereby Assurity Brands, LLC, a Colorado limited liability company ("Assurity"), will be merged with and into the Company, with the Company as the surviving entity (the "Merger"); and

WHEREAS, the Shareholder and the Board have determined that the consummation of the Merger as described in the Merger Documents is in the best interests of the Company.

NOW, THEREFORE, BE IT RESOLVED, that the Shareholder and the Board hereby approves and adopts the terms and provisions of the Merger Documents.

FURTHER RESOLVED, that Assurity shall be merged with and into the Company in accordance with the terms of the Merger Documents.

FURTHER RESOLVED, that any officer of the Company is fully authorized, for and on behalf of and in the name of the Company, to execute and deliver the Merger Documents and such other documents or instruments, and any and all amendments thereof, as the officers may deem necessary or desirable in connection with the Merger contemplated by the Merger Documents.

FURTHER RESOLVED, that the officers are, or any one of them, authorized and empowered, in the name and on behalf of the Company, to do and perform, or cause to be done and performed, all such other acts, deeds and things and to make, execute, deliver, register and file or cause to be made, executed, delivered, registered and filed, in the name and on behalf of the Company any and all such other agreements, undertakings, or documents, with such terms and provisions as such officers may approve, to incur and pay all such fees and expenses and to engage such persons as the officers may, in its judgment, deem necessary, proper or desirable to effectuate or carry out fully the intent and purposes of the foregoing resolutions.

FURTHER RESOLVED, that the omission from these resolutions of any agreement, document, instrument or other arrangement contemplated by any of the agreements, documents or instruments described in such resolutions or any action to be taken in accordance with any requirement of any of the agreements, documents or instruments described in such resolutions shall in no manner derogate from the authority of any officer of the Company to take all actions

necessary, desirable, advisable or appropriate to consummate, effectuate, carryout or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

FURTHER RESOLVED, that all actions heretofore taken and expenses heretofore incurred by any officer in connection with or relating to the subject matter and any and all of the foregoing resolutions that are within the authority conferred by the foregoing resolutions are approved, ratified and confirmed in all respects.

FURTHER RESOLVED, that the execution or filing of any agreement, undertaking, document, or other instrument, or the doing of any other act or thing in connection with the foregoing matters by an officer shall conclusively establish such officer's authority therefor and the approval and ratification of the agreements, undertakings, documents, notices, affidavits, instruments, certificates or papers so executed, the amounts so paid, the persons so engaged, and the actions so taken.

*[Signature page follows]*

IN WITNESS WHEREOF, the undersigned have executed this Written Action as of the date and year first above written, which shall be the effective date hereof.

**SHAREHOLDER:**

**BRIGGS MEDICAL SERVICE COMPANY**

By: *Bruce Dan*  
Name: Bruce Dan  
Its: Chief Executive Officer

**BOARD OF DIRECTORS:**

*Merwyn E. Dan*  
Merwyn E. Dan

*Lawrence M. Dan*  
Lawrence M. Dan

*Bruce Dan*  
Bruce Dan

*[Signature Page to the Written Action of the Shareholder and Board of Directors of  
D-M-S Holdings, Inc.]*