

## TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MedTools, Inc.		11/24/2012	CORPORATION:
RECEIVING PARTY DATA			
Name:	Proa Medical, Inc.		
Street Address:	2512 Artesia Blvd, Suite 305-C		
City:	Redondo Beach		
State/Country:	CALIFORNIA		
Postal Code:	90278-3264		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	85583974	BRELLA	
Serial Number:	85685343	PROA	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	3105923046		
Email:	arman@proamedical.com		
Correspondent Name:	Arman Nadershahi		
Address Line 1:	2512 Artesia Blvd		
Address Line 2:	Suite 305-C		
Address Line 4:	Redondo Beach, CALIFORNIA 90278		
NAME OF SUBMITTER:	Arman Nadershahi		
Signature:	/Arman Nadershahi/		
Date:	11/24/2012		

TRADEMARK

**Total Attachments: 4**

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF  
MEDTOOLS, INC.

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

AUG 13 2012

Arman Naderfshahi certifies that:

- A. He is the President and Secretary of MedTools, Inc., a California corporation.
- B. The Articles of Incorporation of the Corporation are hereby amended and restated to read as follows:

ARTICLE I

The name of the corporation is Proa Medical, Inc. (the "Company").

ARTICLE II

The purpose of this Company 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

The Company is authorized to issue one class of stock to be designated "Common Stock." The Company shall have authority to issue 10,000,000 shares of Common Stock. The Common Stock shall have no par value. Upon the effective date of the filing of these Amended and Restated Articles of Incorporation, each 1 share of the Company's outstanding Common Stock shall be converted and reconstituted into 10 shares of Common Stock (the "Stock Split"). No fractional shares shall be issued as a result of the Stock Split. Each holder entitled to receive a fraction of a share of Common Stock as a result of the Stock Split, when all shares of Common Stock held by such holder are aggregated together, shall, in lieu of a fractional share, receive cash in an amount equal to the fair market value of the Company's Common Stock on the date of the filing of these Amended and Restated Articles of Incorporation, as determined by the corporation's Board of Directors, multiplied by the fraction of a share of Common Stock to which such holder would otherwise be entitled.

ARTICLE IV

1. Limitation of Directors' and Officers' Liability. To the fullest extent permitted by applicable law as the same exists or may hereafter be amended, a director of the Company shall not be personally liable to the Company or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exception from liability or limitation thereof is not permitted under applicable law as the same exists or may hereafter be amended. To the fullest extent permitted by applicable law, this Company is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and other agents of this Company (and any other persons to which applicable law permits this Company to provide indemnification), through bylaw provisions, agreements with any such director, officer, employee or other agent or other person, vote of shareholders or

disinterested directors, or otherwise, in excess of the indemnification and advancement otherwise permitted by applicable law, and to purchase and maintain at the Company's expense insurance to indemnify or insure directors, officers and employees against liability, subject only to limits created by applicable law (statutory or nonstatutory), with respect to actions for breach of duty to a Company, its shareholders and others. Neither any amendment nor repeal of this provision, nor the adoption of any provisions of these Amended and Restated Articles of Incorporation inconsistent with this provision, shall eliminate or reduce the effect of this provision in respect of any matter occurring, or any cause of action, suit or claim that, but for this provision, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

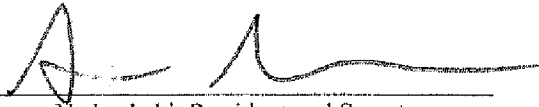
2. Amendment of Articles. Subject to any additional vote required under Article IV, the Company reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

C. The foregoing Amended and Restated Articles of Incorporation has been duly approved by the Board of Directors.

D. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of shareholders of this corporation in accordance with Sections 902 and 903 of the California Corporations Code. There are 58,818 shares of Common Stock outstanding. The approval of the holders of a majority of the outstanding shares of Common Stock was required to pass this amendment and restatement. The number of shares of Common Stock voting in favor of the amendment and restatement equaled or exceeded the vote required. The percentage vote required was more than 50%.

The undersigned further declares under penalty of perjury under the laws of the State of California that she has read the foregoing certificate and knows the contents thereof, and that the same is true of her knowledge.

Executed at Los Angeles, California, August 13, 2012.

  
Arman Nadershahi, President and Secretary

anyone else...  
(change...  
all to you...  
all to you...  
all to you...



SEP 1 2012



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG 14 2012

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State

TRADEMARK