

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/01/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tyzo.com, Inc.		04/01/2005	CORPORATION: OREGON

RECEIVING PARTY DATA

Name:	Smarter Living, Inc.
Street Address:	465 Medford St.
Internal Address:	Suite 400
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02129
Entity Type:	CORPORATION: MASSACHUSETTS

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2379379	TYZO.COM

CORRESPONDENCE DATA

Fax Number: (617)350-6878
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617-350-6800
 Email: trademarks@gesmer.com
 Correspondent Name: Susan M. Mulholland
 Address Line 1: 40 Broad St.
 Address Line 4: Boston, MASSACHUSETTS 02109

NAME OF SUBMITTER:	Susan M. Mulholland
Signature:	/sm mulholland/
Date:	04/20/2005

CH \$40.00 2379379

Total Attachments: 4

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Secretary of State
Corporation Division
255 Capitol Street NE, Suite 151
Salem, OR 97310-1327

Phone:(503)986-2200
Fax:(503)378-4381
www.filinginoregon.com

CORPORATION SERVICE COMPANY

Acknowledgment Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

If you have any questions regarding this acknowledgement, contact the Secretary of State, Corporation Division at (503)986-2200. Please refer to the registration number listed below. A copy of the filed documentation may be ordered for a fee of \$5.00. Submit your request to the address listed above or call (503)986-2317 with your Visa or MasterCard number.

Document ARTICLES OF MERGER	Filed On 04/01/2005		
Name of Survivor SMARTER LIVING, INC.	Reg. No.	Type	Juris MA
Name(s) of Non Survivor(s) TYZO.COM, INC.	Reg. No. 651811-85	Type DOM BUS CORP	Juris OR

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TRADEMARK
REEL: 003069 FRAME: 0470



Phone: (503) 986-2200
Fax: (503) 378-4381

Secretary of State
Corporation Division
255 Capitol St. NE, Suite 151
Salem, OR 97310-1327
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Check the appropriate box below:

- MULTI-ENTITY MERGER
(Complete only 1, 2, 3, 4, 10, 11)
- FOR PARENT AND 90% OWNED SUBSIDIARY
WITHOUT SHAREHOLDER APPROVAL
(Complete only 5, 6, 7, 8, 9, 10, 11)

Articles of Merger

FILED
APR - 1 2005
OREGON
SECRETARY OF STATE

SURVIVOR
REGISTRY NUMBER: 651611-85

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record.
We must release this information to all parties upon request and it will be posted on our website. For office use only
Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

1) NAMES AND TYPES OF THE ENTITIES PROPOSING TO MERGE

NAME	TYPE	REGISTRY NUMBER

2) NAME AND TYPE OF THE SURVIVING ENTITY

Check here if there is a name change in this plan of merger.

3) A COPY OF THE MERGER PLAN IS ATTACHED. See ORS 60.481(2)

4) THE PLAN OF MERGER WAS DULY AUTHORIZED AND APPROVED BY EACH ENTITY THAT IS A PARTY TO THE MERGER.

A copy of the vote required by each entity is attached.

FOR PARENT AND 90% OWNED SUBSIDIARY WITHOUT SHAREHOLDER APPROVAL

5) NAME OF PARENT CORPORATION Smarter Living, Inc.

Oregon Registry Number _____

6) NAME OF SUBSIDIARY CORPORATION Tyzo.com, Inc.

Oregon Registry Number 651611-85

7) NAME OF SURVIVING CORPORATION Smarter Living, Inc.

8) COPY OF PLAN

A copy of the plan of merger setting forth the manner and basis of converting shares of the subsidiary into shares, obligations, or other securities of the parent corporation or any other corporation or into cash or other property is attached.

9) CHECK THE APPROPRIATE BOX

A copy of the plan of merger or summary was mailed to each shareholder of record of the subsidiary corporation on or before _____ Date

The mailing of a copy of the plan or summary was waived by all outstanding shares.

10) EXECUTION

Signature

D. Saul

Printed Name

Daniel Saul

Title

President

11) CONTACT NAME (To resolve questions with this filing)

Lealie Martello

DAYTIME PHONE NUMBER (Include area code.)

617-350-6800

FEES

Required Processing Fee \$50 - Confirmation Copy (Optional) \$5

Processing Fees are nonrefundable.

Please make check payable to "Corporation Division."

NOTE: Fees may be paid with VISA or MasterCard. The card number and expiration date should be submitted on a separate sheet for your protection.

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PLAN OF MERGER

1. Smarter Living, Inc. ("Smarter Living"), which is a business corporation of the Commonwealth of Massachusetts and is the owner of all of the outstanding shares of Tyzo.com, Inc. ("Tyzo"), which is a business corporation of the State of Oregon, hereby merges Tyzo into Smarter Living pursuant to the provisions of the Oregon Business Corporation Act and pursuant to the provisions of the Business Corporation Act of the Commonwealth of Massachusetts.
2. The separate existence of Tyzo shall cease at the effective time and date of the merger pursuant to the provisions of the Oregon Business Corporation Act; and Smarter Living shall continue its existence as the surviving corporation pursuant to the provisions of the provisions of the Business Corporation Act of the Commonwealth of Massachusetts.
3. The issued shares of Tyzo shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Smarter Living are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
5. The Articles of Organization and By-Laws of Smarter Living, as in effect on the Effective Date, shall continue to be the Articles of Organization and By-Laws of Smarter Living.
6. As used herein, the term "Effective Date" shall mean the date of filing of Articles of Merger with the Secretary of the Commonwealth of Massachusetts and the Articles of Merger with the Secretary of State of the State of Oregon.
7. At and after the Effective Date, Smarter Living shall succeed to and possess, without further act or deed, all the rights, privileges, obligations, powers and franchises, both public and private, and all of the property, real, personal and mixed, of Tyzo; all debts due to Tyzo on whatever account, as well as for stock subscriptions, shall be vested in Smarter Living; all claims, demands, property, rights, privileges, powers and franchises and every other interest of Tyzo shall be as effectively the property of Smarter Living; the title to any real estate vested by deed or otherwise in Tyzo shall not revert or be in any way impaired by reason of the merger, but shall be vested in Smarter Living; all rights of creditors and all liens upon any property of Tyzo shall be preserved unimpaired; all debts, liabilities and duties of Tyzo shall thenceforth attach to Smarter Living and may be enforced against it to the same extent as if such debts, liability and duties had been incurred or contracted by it; and Smarter Living shall indemnify and hold harmless the officers and directors of Tyzo against all such debts, liabilities and duties and against all claims and demands arising out of the merger.
9. Smarter Living agrees that it may be served with process in the State of Oregon in any proceeding for enforcement of any obligation of Tyzo as well as for the enforcement of any obligation of Smarter Living arising from the merger.
10. The merger contemplated by this Agreement may be abandoned by mutual consent and agreement of Smarter Living and Tyzo at any time prior to the filing of the Articles of Merger with the Secretary of the Commonwealth of Massachusetts and the Articles of Merger with the Secretary of State of the State of Oregon.

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WITNESS the execution hereof under seal on the day and year first above written.

Smarter Living, Inc.,
a Massachusetts corporation

By DS
Daniel Saul, President

Tyzo.com, Inc.,
an Oregon corporation

By DS
Daniel Saul, President

RECORDED: 04/20/2005

TRADEMARK
REEL: 003069 FRAME: 0473