

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/24/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sandsoftime, Inc.		08/24/2005	CORPORATION:

RECEIVING PARTY DATA

Name:	Neovita, Inc.
Street Address:	4850 156th Ave NE
Internal Address:	#84
City:	Redmond
State/Country:	WASHINGTON
Postal Code:	98052
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	76469014	NEOVITA

CORRESPONDENCE DATA

Fax Number: (425)258-3345
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 4252525164
 Email: mkvistad@andersonhunterlaw.com
 Correspondent Name: C. Michael Kvistad
 Address Line 1: 2707 Colby Avenue
 Address Line 2: Ste. 1001
 Address Line 4: Everett, WASHINGTON 98201

NAME OF SUBMITTER:	C. Michael Kvistad
Signature:	/C. Michael Kvistad/

OP \$40.00 76469014

Date:

06/09/2006

Total Attachments: 12

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UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

NEOVITA, INC.

WA Profit Corporation

UBI: 602-522-098

Filing Date: August 24, 2005

Merging Entities:

Not Qualified in WA SANDSOFTIME, INC.



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

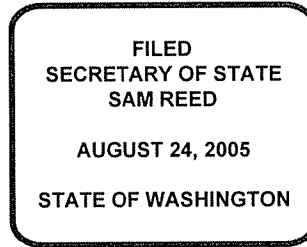
TRADEMARK

REEL: 003324 FRAME: 0734

1076

FILE IN DUPLICATE WITH:

Secretary of State
Corporations Division
505 E. Union, 2nd Floor
P. O. Box 40234
Olympia, WA 98504-0234



**ARTICLES OF MERGER BETWEEN
NEOVITA, INC. and SANDSOFTIME, INC.**

These Articles of Merger are executed by and between NEOVITA, INC., a Washington corporation, and SANDSOFTIME, INC., a Delaware corporation, pursuant to the provisions of RCW 23B.11.010, et seq., as amended, which Articles of Merger shall provide as follows:

1. **Name of Surviving Corporation.** The name of the surviving corporation pursuant to this merger shall be NEOVITA, INC.

2. **Plan of Merger.** The terms and conditions of the proposed merger are embodied in the Plan of Merger unanimously adopted by the respective officers, Board of Directors and shareholders of the merging corporations: NEOVITA, INC. and SANDSOFTIME, INC., an executed copy of which is attached hereto as Exhibit "A," and incorporated herein by reference.

3. **Authorized and Issued Stock.**
a. NEOVITA, INC. has authorized capital stock in the amount of Two Hundred Thousand (200,000) shares of capital stock, with a par value of One Dollar (\$1.00) per share. Of the authorized capital stock, One Hundred Thousand (100,000) shares are Series A Voting Stock and One Hundred Thousand (100,000) shares are Series

B Non-Voting Stock. A total of Ten Thousand (10,000) shares of Series A Voting Stock in NEOVITA, INC. are issued and outstanding in favor of Michael McGarry and James McGarry, holding Five Thousand (5,000) shares each. A total of Ten Thousand (10,000) shares of Series B Non-Voting Stock in NEOVITA, INC. are issued and outstanding in favor of Frederick Lietzman and Debra Durbin, holding Five Thousand (5,000) shares each.

b. SANDSOFTIME, INC. has authorized capital stock in the amount of One Million (1,000,000) shares of common capital stock, with no par value. A total of Four Thousand (4,000) shares of stock in SANDSOFTIME, INC. are issued and outstanding in favor of Frederick Lietzman, Debra Durbin, Michael McGarry, and James McGarry, holding One Thousand (1,000) shares each.

4. **Shares Voted in Favor of Merger.** All of the issued and outstanding shares of SANDSOFTIME, INC. common stock were voted unanimously in favor of the merger of SANDSOFTIME, INC. into NEOVITA, INC., pursuant to the Plan of Merger which is attached hereto. None of the shares of SANDSOFTIME, INC. were entitled to vote as a class or were voted as a class.

All of the issued and outstanding shares of NEOVITA, INC. Series A Voting Stock were voted unanimously in favor of the merger of SANDSOFTIME, INC. into NEOVITA, INC., all as more particularly set forth in the attached Plan of Merger. None of the shares of NEOVITA, INC. were entitled to vote as a class or were voted as a class.

5. **Board of Director Approval.** The acquiring corporation, NEOVITA, INC., duly presented the Plan of Merger to its Board of Directors and shareholders for approval. The adoption of the Plan of Merger was duly and unanimously approved and

acknowledged by the Board of Directors and shareholders of NEOVITA, INC. and performance of all of its terms and conditions and commencement of such other requisite corporate actions, if any, shall be undertaken as may be required in order to consummate the merger.

SANDSOFTIME, INC. duly presented the Plan of Merger to its Board of Directors and shareholders for approval. The adoption of the Plan of Merger was duly and unanimously approved and acknowledged by the Board of Directors and shareholders of SANDSOFTIME, INC. and performance of all of its terms and conditions and commencement of such other requisite corporate actions, if any, shall be undertaken as may be required in order to consummate the merger.

6. **Evidence of Approval.** Evidence of the approval of the above-described merger appears by way of the affixation of signatures of the respective officers, Board of Directors and voting shareholders of NEOVITA, INC. and SANDSOFTIME, INC. to the Plan of Merger and as indicated below.

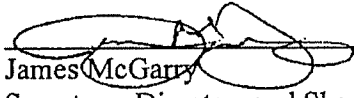
7. **Effective Date.** The effective date of this merger shall be the later of: August 22, 2005, or the date on which the Articles of Merger and Plan of Merger are filed with the Secretary of State's office.

DATED this 22 day of AUGUST, 2005.

NEOVITA, INC.

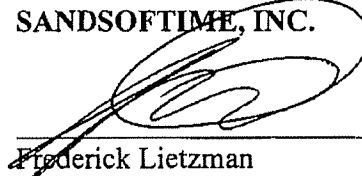


Michael McGarry
President, Director, and Shareholder

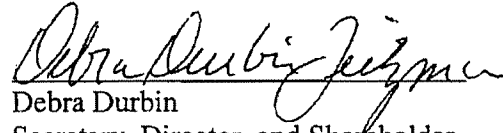


James McGarry
Secretary, Director, and Shareholder

SANDSOFTIME, INC.



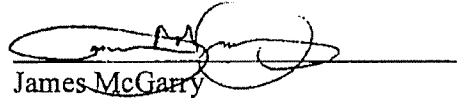
Frederick Lietzman
President, Director, and Shareholder



Debra Durbin
Secretary, Director, and Shareholder



Michael McGarry
Director and Shareholder



James McGarry
Director and Shareholder

EXHIBIT "A"
PLAN OF MERGER

This Plan of Merger is adopted and approved by the respective Board of Directors and shareholders of NEOVITA, INC. and SANDSOFTIME, INC., all of which constitute validly incorporated Washington and Delaware corporations, respectively, and all of which are sometimes herein referred to collectively as the "Parties."

WITNESSETH:

WHEREAS, NEOVITA, INC. is a corporation duly recognized under the laws of the State of Washington as a domestic corporation and has an authorized capital stock base of Two Hundred Thousand (200,000) shares of capital stock, One Dollar (\$1.00) par value. Of the authorized capital stock, One Hundred Thousand (100,000) shares are Series A Voting Stock and One Hundred Thousand (100,000) shares are Series B Non-Voting Stock. A total of Ten Thousand (10,000) shares of Series A Voting Stock in NEOVITA, INC. are issued and outstanding in favor of Michael McGarry and James McGarry, holding Five Thousand (5,000) shares each. A total of Ten Thousand (10,000) shares of Series B Non-Voting Stock in NEOVITA, INC. are issued and outstanding in favor of Frederick Lietzman and Debra Durbin, holding Five Thousand (5,000) shares each;

WHEREAS, SANDSOFTIME, INC. is a corporation duly organized under the laws of the State of Delaware as a domestic corporation and has an authorized capital stock base of One Million (1,000,000) shares of common stock, no par value per share, Four Thousand (4,000) shares of which are issued and outstanding in favor of Frederick

Lietzman, Debra Durbin, Michael McGarry, and James McGarry, holding One Thousand (1,000) shares each;

WHEREAS, NEOVITA, INC. and SANDSOFTIME, INC. wish to merge SANDSOFTIME, INC. into NEOVITA, INC. in an upstream consolidated merger in order that all of the assets of SANDSOFTIME, INC. shall become the assets of NEOVITA, INC.;

WHEREAS, toward the accomplishment of the above-stated purposes, NEOVITA, INC. and SANDSOFTIME, INC., and the respective Board of Directors and shareholders of each corporation, deem it advisable and in the best interests of each such corporation and the shareholders thereof to merge SANDSOFTIME, INC. into NEOVITA, INC.; and,

WHEREAS, pursuant to the merger of these two (2) corporations, it is desirable to provide that the surviving corporation in such merger shall be NEOVITA, INC., pursuant to the provisions of the Washington Business Corporations Act embodied in RCW 23B.11; et seq., as amended.

NOW, THEREFORE, in consideration of the promises and mutual covenants, agreements, provisions and grants herein contained, it is agreed by and between the parties as follows:

1. **Agreement to Merge.** It is hereby agreed by and between NEOVITA, INC. and SANDSOFTIME, INC. that SANDSOFTIME, INC. shall be and hereby is merged into NEOVITA, INC., as the surviving corporation, pursuant to the Washington Business Corporations Act, RCW 23B.11, et seq., according to the terms and conditions of this Plan of Merger, to be effective as provided for below under Section 9.

2. **Names of Merging Corporations and Surviving Corporation.** The names of the merging corporations are: NEOVITA, INC. and SANDSOFTIME, INC.

The name of the surviving corporation in this merger shall be NEOVITA, INC.

3. **Manner and Basis to Convert Common Stock.** The manner and basis to deal with the conversion of common stock now held in NEOVITA, INC. and SANDSOFTIME, INC. shall be as follows, effective upon the effective date of this corporate merger:

a. All shares of common stock in SANDSOFTIME, INC., which are currently issued and outstanding in favor of Frederick Lietzman, Debra Durbin, Michael McGarry, and James McGarry, shall be immediately canceled as of the effective date of this merger and shall thereafter have no force, effect, vote or value, pursuant to this merger. Two Thousand (2,000) shares of Series A Voting Stock in NEOVITA, INC., the surviving corporation, shall be issued to Michael McGarry and James McGarry, holding One Thousand (1,000) shares each, in consideration of the cancellation of such shareholder's stock in SANDSOFTIME, INC. Two Thousand (2,000) shares of Series B Non-Voting Stock in NEOVITA, INC., the surviving corporation, shall be issued to Frederick Lietzman and Debra Durbin, holding One Thousand (1,000) shares each, in consideration of the cancellation of such shareholder's stock in SANDSOFTIME, INC.

b. All Ten Thousand (10,000) shares of Series A Voting Stock in NEOVITA, INC., which are currently issued and outstanding in favor of Michael McGarry and James McGarry, holding Five Thousand (5,000) shares each, shall continue in full force and effect. All Ten Thousand (10,000) shares of Series B Non-Voting Stock in NEOVITA, INC., which are currently issued and outstanding in favor of Frederick

Lietzman and Debra Durbin, holding Five Thousand (10,000) shares each, shall continue in full force and effect.

c. Except as expressly provided for above, no conversion of stock, in whole or in part, shall be made in cash or other property.

4. **Transference of Rights, Privileges, Powers and Franchises.** Upon the effective date of this merger, the separate existence of SANDSOFTIME, INC. shall cease, except insofar as continued by statute, and all of the rights, franchises, trade names, trademarks, logos, privileges, powers and franchises of SANDSOFTIME, INC. shall immediately and contemporaneously vest in NEOVITA, INC., which corporation (NEOVITA, INC.) shall survive and thereafter, as before, shall be named and known as NEOVITA, INC., a Washington corporation.

The merger shall affect no change in the Articles of Incorporation or Bylaws of NEOVITA, INC., except as may be expressly authorized and approved by its officers and Board of Directors.

Except as otherwise specifically set forth herein, or as provided for by statute, all rights, trade names, trademarks, logos, franchises, privileges, powers and franchises of NEOVITA, INC. shall remain intact and without modification as a result of this merger.

5. **Authorized Shares in Surviving Corporation.** The number of shares authorized and which may be issued by NEOVITA, INC. shall not be modified pursuant to this merger. Two Hundred Thousand (200,000) shares of One Dollar (\$1.00) par value stock shall continue to be authorized and shall be known as the stock of NEOVITA, INC. Of the authorized capital stock, One Hundred Thousand (100,000) shares are Series A

Voting Stock and One Hundred Thousand (100,000) shares are Series B Non-Voting Stock.

6. **Transfer of All Rights, Privileges, Immunities, Franchises and Property to Surviving Corporation.** Upon the effective date of this merger, all of the rights, trade names, trademarks, logos, privileges, immunities, franchises and property, of a public or private nature, both real and personal, intangible or mixed, of each merging corporation herein, specifically, SANDSOFTIME, INC., and all debts due on whatever accounts to SANDSOFTIME, INC., including, without limitation, subscriptions for shares and other choses in action belonging to or due to the corporation so merged into NEOVITA, INC., shall be taken and shall be deemed to be transferred and to vest in NEOVITA, INC. by operation of law and as provided for with regard to mergers under the Washington State Business Corporations Act. No further act or deed shall be required to provide for the transfer of any or all of the above-described rights, trade names, trademarks, logos, privileges, immunities, franchises and property to NEOVITA, INC. Title to any real estate which may be owned by SANDSOFTIME, INC., or any interest therein, vested in SANDSOFTIME, INC., shall not revert or be in any way impaired by reason of this merger.

7. **Obligations of Neovita, Inc.** Upon the effective date of this merger, NEOVITA, INC., the surviving corporation, shall become wholly responsible for all of the liabilities, contracts and obligations of SANDSOFTIME, INC. and shall continue to be responsible for all of the liabilities, contracts and obligations of NEOVITA, INC. Any existing claim or action or proceeding pending or against SANDSOFTIME, INC. may be prosecuted as if such merger had not taken place, or such surviving corporation

(NEOVITA, INC.) may be substituted in place of SANDSOFTIME, INC., as applicable and NEOVITA, INC. shall be liable in the same manner as if NEOVITA, INC. itself had incurred such liabilities and/or obligations.

The liabilities of NEOVITA, INC. and SANDSOFTIME, INC., or any of their respective shareholders, directors or officers, shall not be affected, nor shall the rights of creditors thereof be modified or affected, nor any liens upon the property of any of the merging corporations, or any person dealing with any such corporation be impaired by reason of this merger.

8. **No Amendment to Articles of Incorporation.** Pursuant to this merger, and effective upon the effective date of this merger, no amendments shall be made to the NEOVITA, INC. Articles of Incorporation.

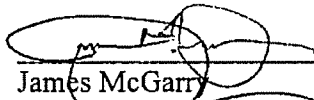
9. **Effective Date.** The effective date of this merger shall be the later of: August 22, 2005, or the date on which the Articles of Merger and Plan of Merger are filed with the Secretary of State's office.

IN WITNESS WHEREOF, the undersigned, constituting all of the voting shareholders and Directors of NEOVITA, INC. and SANDSOFTIME, INC., hereby adopt and unanimously approve the above-described Plan of Merger and evidence their written consent as provided for under RCW 23B.11, et seq., as amended, as of this 22 day of AUGUST, 2005.

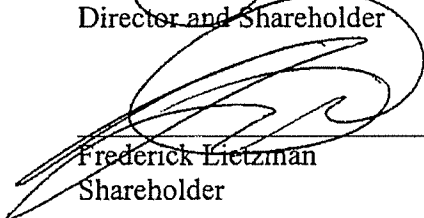
NEOVITA, INC.



Michael McGarry
Director and Shareholder



James McGarry
Director and Shareholder

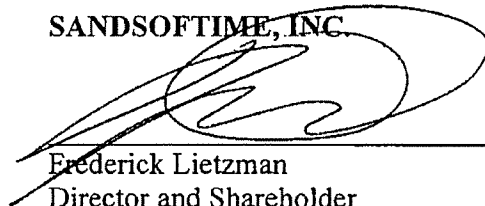


Frederick Lietzman
Shareholder

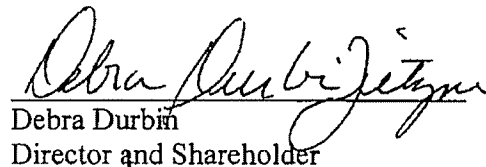


Debra Durbin
Shareholder

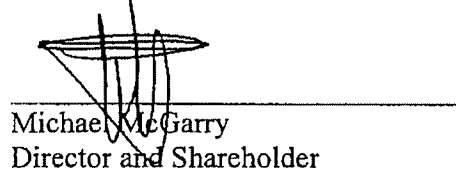
SANDSOFTIME, INC.



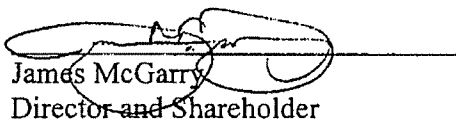
Frederick Lietzman
Director and Shareholder



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Michael McGarry
Director and Shareholder



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