

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Conversion to Corporation

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
pH Beauty Labs, LLC		08/22/2005	LIMITED LIABILITY COMPANY: CALIFORNIA

**RECEIVING PARTY DATA**

<b>Name:</b>	pH Beauty Labs, Inc.
<b>Street Address:</b>	10474 Santa Monica Boulevard
<b>Internal Address:</b>	#300
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90025
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	2948725	(PH) BEAUTY LABS
Registration Number:	2841055	TOTALLYNUTTY
Registration Number:	2860883	BINGE
Registration Number:	2336161	AROMESSENTIALS
Registration Number:	1983825	BARE FOOT
Registration Number:	1845309	BEAUTIFUL BATH
Registration Number:	1614557	FREEMAN
Registration Number:	2197110	FREEMAN
Registration Number:	1872177	FREEMAN BEAUTIFUL SKIN
Registration Number:	2655241	TOOTSIES

**CORRESPONDENCE DATA**

Fax Number: (310)820-5988

**900053474**

**TRADEMARK  
 REEL: 003350 FRAME: 0251**

**CH \$265.00 2948725**

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 310 207 3800  
Email: tm\_filings@bstz.com  
Correspondent Name: Lori N. Boatright c/o BSTZ  
Address Line 1: 12400 Wilshire Boulevard  
Address Line 2: Seventh Floor  
Address Line 4: Los Angeles, CALIFORNIA 90025

ATTORNEY DOCKET NUMBER:	005485.G033
NAME OF SUBMITTER:	Lori N. Boatright
Signature:	/Lori N. Boatright/
Date:	07/18/2006

**Total Attachments: 5**

source=DE conversion to INC p1#page1.tif  
source=DE conversion to INC p2#page1.tif  
source=DE conversion to INC p3#page1.tif  
source=CA conversion from LLC p1#page1.tif  
source=CA conversion from LLC p2#page1.tif

# Delaware

PAGE 1

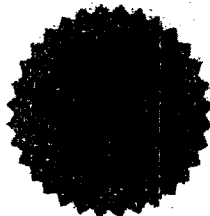
*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "PH BEAUTY LABS, LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "PH BEAUTY LABS, LLC" TO "PH BEAUTY LABS, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF AUGUST, A.D. 2005, AT 12:42 O'CLOCK P.M.

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

4019473 8100V

050693801



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4109545

DATE: 08-23-05

TRADEMARK  
REEL: 003350 FRAME: 0253

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:48 PM 08/23/2005  
FILED 12:42 PM 08/23/2005  
SRV 050693801 - 4019473 FILE

**CERTIFICATE OF CONVERSION TO CORPORATION  
OF  
pH Beauty Labs, LLC, a California limited liability company  
TO  
pH Beauty Labs, Inc., a Delaware corporation**

This Certificate of Conversion to Corporation, dated as of August 23, 2005, is being duly executed and filed by pH Beauty Labs, LLC, a California limited liability company (the "Other Entity"), to convert the Other Entity to pH Beauty Labs, Inc., a Delaware corporation (the "Corporation"), under Section 265 of the General Corporation Law of the State of Delaware

1. The Other Entity was first formed on September 18, 1998.
2. The Other Entity is a limited liability company formed under the laws of the State of California.
3. The Other Entity's name immediately prior to the filing of this Certificate of Conversion to Corporation was pH Beauty Labs, LLC.
4. The name of the Corporation as set forth in its certificate of incorporation is pH Beauty Labs, Inc.
5. The conversion of the Other Entity to the Corporation shall be effective upon the filing of this Certificate of Conversion to Corporation and a certificate of incorporation with the Secretary of State of the State of Delaware.

*[Signature page follows]*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion to Corporation as of the date first-above written.

PH BEAUTY LABS, LLC

By: /s/ Larry J. Freeman

Name: Larry J. Freeman

Title: Manager

**State of California  
Secretary of State**



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.





**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

AUG 24 2005

**BRUCE McPHERSON**  
Secretary of State

See/State Form CE-107 (REV 03/31/05)

 <b>State of California</b> <b>Secretary of State</b>		<b>199826110029</b> ENDORSED - FILED In the office of the Secretary of State of the State of California <b>AUG 23 2005</b>	
<b>CERTIFICATE OF CONVERSION</b>		The Space For Filing Use Only	
<b>IMPORTANT</b> - Read all instructions before completing this form.			
<b>CONVERTED ENTITY INFORMATION</b>			
1. NAME OF CONVERTED ENTITY pH Beauty Labs, Inc.			
2. FORM OF ENTITY Corporation		3. JURISDICTION Delaware	
4. MAILING ADDRESS OF CHIEF EXECUTIVE OFFICE 10474 Santa Monica Boulevard, Suite 300		CITY AND STATE Los Angeles, CA	ZIP CODE 90025
5. STREET ADDRESS OF CHIEF EXECUTIVE OFFICE 10474 Santa Monica Boulevard, Suite 300		CITY AND STATE Los Angeles, CA	ZIP CODE 90025
6. STREET ADDRESS OF THE CALIFORNIA OFFICE, IF ANY 10474 Santa Monica Boulevard, Suite 300		CITY Los Angeles, CA	STATE CA ZIP CODE 90025
7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS		CITY AND STATE ZIP CODE	
<b>CONVERTING ENTITY INFORMATION</b>			
8. NAME OF CONVERTING ENTITY pH Beauty Labs, LLC			
9. FORM OF ENTITY limited liability company		10. JURISDICTION California	11. CA SECRETARY OF STATE FILE NUMBER, IF ANY <b>199826110029</b>
12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE; IF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED, IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS: STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. 100% of the membership 100%			
<b>ADDITIONAL INFORMATION</b>			
13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.			
14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT TO MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.			
 SIGNATURE OF AUTHORIZED PERSON		8/22/05 DATE	Mark S. Freeman, Manager TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
SIGNATURE OF AUTHORIZED PERSON		DATE	TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
00N-1A (REV 08/2005)		APPROVED BY SECRETARY OF STATE	

