

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion and Change of Name		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Boots Healthcare USA, Inc.		03/27/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Boots Healthcare USA, LLC
Street Address:	Corporation Trust Center 1209 Orange Street
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	0620540	CLEARASIL
Registration Number:	1951073	CLEARASIL
Registration Number:	2710837	CLEARASIL
Registration Number:	2978275	CLEARASIL ICEWASH
Registration Number:	3068968	CLEARASIL ULTRA
Registration Number:	2726610	CLEARSTICK
Serial Number:	78210836	ELEVA
Serial Number:	78634720	NUROFEN
Serial Number:	78277079	WAKE CLEAR
Serial Number:	78313548	ZAVANCE
Registration Number:	2339266	CLEARASIL STAYCLEAR
Registration Number:	2392032	STAYCLEAR
Registration Number:	2972759	CLEARASIL ICEWASH
Serial Number:	78315453	

CH \$365.00 0620540

CORRESPONDENCE DATA

Fax Number: (310)203-0567
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 310-785-5371
Email: cl@jmbm.com
Correspondent Name: Christine L. Lofgren
Address Line 1: 1900 Avenue of the Stars, 7th Floor
Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	58389-9001
NAME OF SUBMITTER:	Christine L. Lofgren
Signature:	/christine l lofgren/
Date:	08/01/2006

Total Attachments: 3
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Delaware

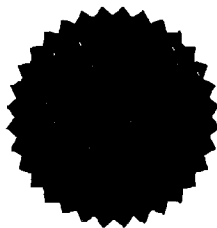
PAGE 1

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 DELAWARE CORPORATION UNDER THE NAME OF "BOOTS HEALTHCARE USA, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BOOTS HEALTHCARE USA, INC." TO "BOOTS HEALTHCARE USA, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2006, AT 1:19 O'CLOCK P.M.

3300153 8100V

060287317



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4624935

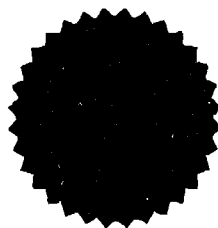
DATE: 03-28-06

Delaware

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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 CERTIFICATE OF FORMATION OF "BOOTS HEALTHCARE USA, LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2006, AT 1:19 O'CLOCK P.M.



3300153 8100V

060287317

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4624935

DATE: 03-28-06

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:32 PM 03/27/2006
FILED 01:19 PM 03/27/2006
SRV 060287317 - 3300153 FILE

CERTIFICATE OF FORMATION

OF

BOOTS HEALTHCARE USA, LLC

This Certificate of Formation of Boots Healthcare USA, LLC, dated as of March 15, 2006 is being duly executed and filed by William R. Mordan, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act.

FIRST. The name of the limited liability company is Boots Healthcare USA, LLC (hereinafter referred to as the "Company").

SECOND. The address of the registered office of the Company in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the registered agent of the Company for service of process at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the first date written above and affirms the truth of the statements contained herein under penalties of perjury.



William R. Mordan, Authorized Person

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