

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/28/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Flori Roberts, Inc.		12/28/2005	CORPORATION: NEW JERSEY

**RECEIVING PARTY DATA**

Name:	Color Me Beautiful, Inc.
Street Address:	14900 Conference Center Drive
Internal Address:	Suite 450
City:	Chantilly
State/Country:	VIRGINIA
Postal Code:	20151
Entity Type:	CORPORATION: MARYLAND

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1051060	FLORI ROBERTS

**CORRESPONDENCE DATA**

Fax Number: (856)661-1919  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Email: dennis.helms@flastergreenberg.com,  
 tricia.denick@flastergreenberg.com

Correspondent Name: Dennis J. Helms  
 Address Line 1: 1810 Chapel Avenue West  
 Address Line 4: Cherry Hill, NEW JERSEY 08002

ATTORNEY DOCKET NUMBER:	C1081.0002
NAME OF SUBMITTER:	Dennis J. Helms

CH \$40.00 1051060

Signature:

/Dennis J. Helms/

Date:

10/25/2006

**Total Attachments: 6**

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**ARTICLES OF MERGER**  
Between  
**COLOR ME BEAUTIFUL, INC.**  
(a Maryland corporation)  
and  
**FLORI ROBERTS, INC.**  
(a New Jersey corporation)

Color Me Beautiful, Inc., a corporation duly organized and existing under the laws of the State of Maryland ("CMB"), and Flori Roberts, Inc., a corporation duly organized and existing under the laws of the State of New Jersey ("FR"), do hereby certify that:

**FIRST:** CMB and FR agree to merge. Upon the effective date of merger (as defined herein), the separate corporate existence of FR will cease and CMB will become the owner, without other transfer, of all the rights and property of the merging corporations, and CMB will become subject to all the debts and liabilities of the merging corporations in the same manner as if CMB had itself incurred them.

**SECOND:** The name and place of incorporation of each party to these Articles are Color Me Beautiful, Inc., a Maryland corporation, and Flori Roberts, Inc., a New Jersey corporation. CMB shall survive the merger as the successor corporation and shall continue under the name "Color Me Beautiful, Inc." as a corporation of the State of Maryland.

**THIRD:** CMB has its principal office in the Commonwealth of Virginia in Fairfax County.

**FOURTH:** FR was incorporated on April 1, 1966 under the general laws of the State of New Jersey. FR has its principal office in the Commonwealth of Virginia in Fairfax County and does not own an interest in land in the State of Maryland. FR is not registered or qualified to do business in the State of Maryland.

**FIFTH:** The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by each corporation party to the Articles in the manner and by the vote required by its Charter and the laws of the state of its incorporation. The manner of approval was as follows:

(a) The Board of Directors of CMB, by written consent dated December 28, 2005 signed by all the directors and filed with the minutes of proceedings of the Boards of Directors of CMB adopted a resolution which approved and ratified the proposed merger on substantially the terms and conditions set forth or referred to in the proposed Articles of Merger presented with the resolution and directed Steve DiAntonio, as Chairman of the Board of Directors and Chief Executive Officer, to take such action, and to execute such documents, as reasonably necessary to perform under and consummate the terms of the Articles of Merger. In addition, the Board of Directors of CMB acknowledged that the proposed merger need not be submitted for consideration and approval by the

shareholders pursuant to Section 3-106 of the Corporations and Associations Articles of the Maryland Code whereby a corporation owning at least 90% of the outstanding shares of each class and series of another corporation may merge with the other corporation without approval of the shareholders of any of the merging corporations.

(b) The Board of Directors of FR, by written consent dated December 28, 2005 signed by all the directors and filed with the minutes of proceedings of the Board of Directors of FR, adopted a resolution which approved and ratified the proposed merger on substantially the terms and conditions set forth or referred to in the Articles of Merger presented with the resolution and directed Steve DiAntonio, as Chairman of the Board of Directors and Chief Executive Officer, to take such action, and to execute such documents, as reasonably necessary to perform under and consummate the terms of the Articles of Merger. In addition, the Board of Directors of FR acknowledged that the proposed merger need not be submitted for consideration and approval by the shareholders pursuant to New Jersey Statute Section 14A:10-5.1 whereby a corporation owning at least 90% of the outstanding shares of each class and series of another corporation may merge with the other corporation without approval of the shareholders of any of the merging corporations.

**SIXTH:** No amendment to the charter of CMB is to be effected as a part of the merger. The merger does not reclassify or change the terms of any class or series of outstanding capital stock of CMB. No shares of CMB will be issued or delivered as a result of the proposed merger.

**SEVENTH:** The total number of shares of capital stock of all classes which CMB or FR, respectively, has authority to issue, the number of shares of each class which CMB or FR, respectively, has authority to issue, and the par value of the shares of each class which CMB or FR, respectively, has authority to issue are as follows:

(a) The total number of shares of stock of all classes which CMB has authority to issue is 5,000,000 shares, of which 2,500 shares are authorized as Class B Stock (par value \$0.01 per share) and 4,997,500 shares are authorized as other than Class B Common Stock (par value \$0.01 per share). The aggregate par value of all the shares of stock of all classes of CMB is \$50,000.00.

(b) The total number of shares of stock of all classes which FR has authority to issue is 2,500 shares. The aggregate par value of all the shares of stock of all classes of FR is \$0.00.

**EIGHTH:** The merger does not change the authorized stock of CMB.

**NINTH:** The manner and basis of converting or exchanging issued stock of the merging corporations into different stock of a corporation, for other consideration, and the treatment of any issued stock of the merging corporations not to be converted or exchanged are as follows:

(a) Each issued and outstanding share of the capital stock of CMB on the effective date shall continue, without change as to class, series, or otherwise, to be an issued and outstanding share of capital stock of CMB.

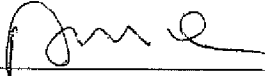
(b) Each issued and outstanding share of Common Stock of FR at the effective time of the merger held by CMB shall upon effectiveness and without further act be surrendered and immediately canceled.

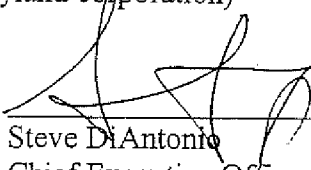
**TENTH:** The merger shall become effective upon the later date to occur of December 30, 2005 or the date of filing the Certificate of Merger with the State of New Jersey.

IN WITNESS WHEREOF, Color Me Beautiful, Inc. and Flori Roberts, Inc. have caused these presents to be signed in their respective names and on their respective behalves by their respective presidents and witnessed by their respective secretaries on December 28, 2005.

WITNESS:

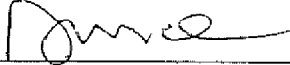
COLOR ME BEAUTIFUL, INC.,  
(a Maryland corporation)

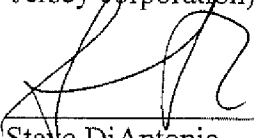
By:   
\_\_\_\_\_  
Alan Kearn  
Secretary

By:   
\_\_\_\_\_  
Steve DiAntonio  
Chief Executive Officer

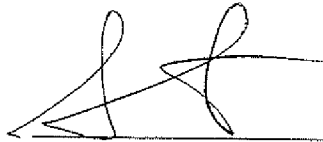
WITNESS:

FLORI ROBERTS, INC.,  
(a New Jersey corporation)

By:   
\_\_\_\_\_  
Alan Kearn  
Secretary

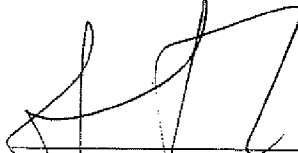
By:   
\_\_\_\_\_  
Steve DiAntonio  
Chief Executive Officer

THE UNDERSIGNED, Chief Executive Officer of Color Me Beautiful, Inc., who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Steve DiAntonio  
Chief Executive Officer

THE UNDERSIGNED, Chief Executive Officer of Flori Roberts, Inc., who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



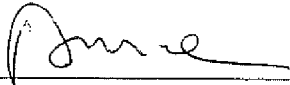
Steve DiAntonio  
Chief Executive Officer

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#### Consent of Resident Agent

THE UNDERSIGNED, hereby consents to act as resident agent in Maryland for Flori Roberts, Inc.

Signature: \_\_\_\_\_



Printed Name: Alan Kearn, Secretary

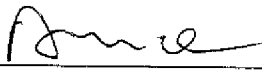
**CERTIFICATE OF MERGER**  
Between  
**COLOR ME BEAUTIFUL, INC.**  
(a Maryland corporation)  
and  
**FLORI ROBERTS, INC.**  
(a New Jersey corporation)

Pursuant to the provisions of 14A:10-7 of the New Jersey Business Corporation Act, the undersigned domestic and foreign corporations adopt the following Certificate of Merger for the purpose of merging them into one of such corporations:

1. The following plan of merger entitled "Articles of Merger" was approved by the Board of Directors of Color Me Beautiful, Inc., the surviving corporation, and the Board of Directors of Flori Roberts, Inc., the other corporation, in the manner prescribed by the New Jersey Business Corporation Act.
2. The plan of merger was approved by the Board of Directors of Color Me Beautiful, Inc, the surviving corporation, and no vote of shareholders of the surviving corporation was required because of the applicability of Section 14A:10-3(4) of the New Jersey Statutes.
3. The applicable provisions of the laws of the jurisdiction under which each foreign corporation was organized have been complied with.
4. Color Me Beautiful, Inc., the surviving corporation, agrees that it may be served with process in New Jersey in any proceeding for the enforcement of any obligation of any domestic or any foreign corporation, previously amenable to suit in New Jersey, which is the party to the merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation.
5. Color Me Beautiful, Inc., the surviving corporation, hereby makes an irrevocable appointment of the Treasurer of the State of New Jersey as its agent to accept service of process in any proceeding mentioned in Paragraph 4. The post office address to which the Treasurer will mail a copy of process in any such proceeding is: 14900 Conference Center Drive, Suite 450, Chantilly, Virginia 20151.
6. Color Me Beautiful, Inc., the surviving corporation, further agrees that it will promptly pay the dissenting shareholders of the New Jersey corporation which has merged with the surviving corporation the amount, if any, to which they will be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.
7. The merger is to become effective upon the later date to occur between the date of filing the Certificate of Merger with the State of New Jersey or December 30, 2005.


[SIGNATURES ON FOLLOWING PAGE]

WITNESS:

By:   
Secretary

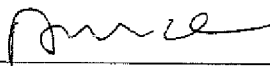
Date: 12/28/05

COLOR ME BEAUTIFUL, INC.,  
(a Maryland corporation)

By:   
Chief Executive Officer

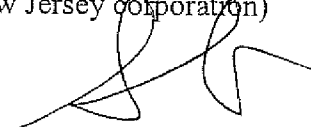
Date: 12/28/05

WITNESS:

By:   
Secretary

Date: 12/28/05

FLORI ROBERTS, INC.,  
(a New Jersey corporation)

By:   
Chief Executive Officer

Date: 12/28/05