

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/09/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Spa Finder, Inc.		11/07/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Spa Finder, Inc.
Street Address:	257 Park Avenue South
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	CORPORATION: MARYLAND

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Serial Number:	78904091	IF YOU LOVE SPA, LIVE SPA
Serial Number:	78904083	SPA DISTRIBUTION NETWORK
Serial Number:	78904079	THE UNIVERSAL GIFT OF SPA
Serial Number:	78834332	SPAFINDER
Serial Number:	77040446	GLOBAL SPA SUMMIT
Serial Number:	77025625	SPABOOKER
Registration Number:	3013294	SPA RX
Registration Number:	3004327	LUXURY SPAFINDER THE SPA LIFESTYLE AT ITS FINEST
Registration Number:	2955947	SPA ENTHUSIAST
Registration Number:	2111806	SPA FINDER

**CORRESPONDENCE DATA**

Fax Number: (212)609-6921

CH \$265.00 78904091

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

Phone: 212 609 6800  
Email: mboyce@mccarter.com  
Correspondent Name: McCarter & English Gary H. Fechter  
Address Line 1: 245 Park Avenue  
Address Line 2: 27th Floor  
Address Line 4: New York, NEW YORK 10167-0001

ATTORNEY DOCKET NUMBER:	96473/1 GHF 2807
NAME OF SUBMITTER:	Gary H. Fechter
Signature:	/ghf/
Date:	02/20/2007

**Total Attachments: 3**  
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**AGREEMENT AND PLAN OF MERGER**

**OF**

**SPA FINDER, INC.  
(a Delaware Corporation)**

**INTO**

**SPA FINDER, INC.  
(a Maryland Corporation)**

AGREEMENT AND PLAN OF MERGER, dated as of November 9, 2005 (this "Plan of Merger"), by and between Spa Finder, Inc., a Delaware corporation ("Spa Finder Delaware"), and Spa Finder, Inc., a Maryland corporation (the "Surviving Corporation").

**R E C I T A L**

WHEREAS, Spa Finder Delaware, their stockholders and the Surviving Corporation and their stockholders deem it advisable and in the best interest of Spa Finder Delaware and the Surviving Corporation to merge Spa Finder Delaware with and into the Surviving Corporation, with the Surviving Corporation as the surviving corporation on the terms and conditions hereinafter set forth (the "Merger").

NOW, THEREFORE, Spa Finder Delaware and the Surviving Corporation do hereby agree as follows:

1. The constituent parties to the Merger are Spa Finder, Inc., a Delaware corporation and Spa Finder, Inc., a Maryland corporation.

2. On the Effective Date (as defined below), Spa Finder Delaware shall be merged into the Surviving Corporation, with the Surviving Corporation surviving the Merger.

3. The Merger will become effective upon the filing by the Surviving Corporation of Articles of Merger with the Maryland Secretary of State, pursuant to the General Corporation Law of the State of Maryland (the "Effective Date").

4. On the Effective Date, (i) each share of common stock of Spa Finder Delaware which shall be outstanding on the Effective Date, all rights in respect thereof, shall be converted into and represent one share of common stock, par value \$0.01, of the Surviving Corporation, (ii) each share of Series A Preferred Stock of Spa Finder Delaware (as defined in Spa Finder Delaware's Second Restated Certificate of Incorporation) which shall be outstanding on the Effective Date, all rights in respect thereof, shall be converted into and represent one share of Series A Preferred Stock, par value \$0.01, of the Surviving Corporation, and (iii) each share of Series B Preferred Stock of Spa Finder Delaware (as defined in Spa Finder Delaware's Second

Restated Certificate of Incorporation) which shall be outstanding on the Effective Date, all rights in respect thereof, shall be converted into and represent one share of Series B Preferred Stock, par value \$0.01, of the Surviving Corporation. All of the shares of capital stock of Spa Finder Delaware that shall then be held in the treasury of such corporation shall cease to exist, and any certificates representing such shares shall be cancelled.

5. Within fifteen (15) days after the Effective Date, each holder of an outstanding certificate representing shares of stock of Spa Finder Delaware shall surrender the same to the Surviving Corporation at its principal office located at 257 Park Avenue South, New York, NY 10010, and each such holder shall be entitled upon such surrender to receive the number of shares of stock of the Surviving Corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of Spa Finder Delaware to be converted into the stock of the Surviving Corporation as provided herein, may be treated by the Surviving Corporation for all corporate purposes as evidencing the ownership of shares of the Surviving Corporation as though said surrender and exchange has taken place.

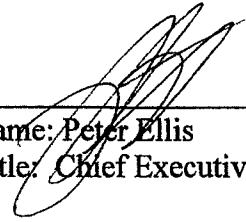
6. On the Effective Date, all of the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Spa Finder Delaware shall be transferred to, vested in, and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of Spa Finder Delaware shall be as effectively the property of the Surviving Corporation as they were of Spa Finder Delaware.

7. The Articles of Incorporation of the Surviving Corporation in effect as of the Effective Date shall be and remain unchanged until the same shall be amended or changed as provided therein or by law and shall be the Articles of Incorporation of the Surviving Corporation.

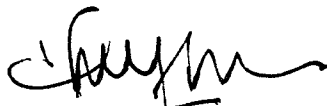
8. The by-laws of the Surviving Corporation in effect as of the Effective Date shall be the by-laws of the Surviving Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the 7th day of November, 2005.

**SPA FINDER, INC.**  
(a Delaware corporation)

By:   
Name: Peter Ellis  
Title: Chief Executive Officer

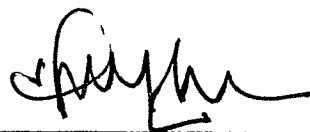
ATTEST:

  
Name: NEIL KURLANDER  
Title: SECRETARY

**SPA FINDER, INC.**  
(a Maryland corporation)

By:   
Name: Peter Ellis  
Title: Chief Executive Officer

ATTEST:

  
Name: NEIL KURLANDER  
Title: SECRETARY