

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/16/2007		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Color Express, Inc.		06/16/2007	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Color Express, Inc.		
Street Address:	9955 Pleasanton Drive		
City:	Colorado Springs		
State/Country:	COLORADO		
Postal Code:	80920		
Entity Type:	CORPORATION: COLORADO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2255734	COLOR EXPRESS	
CORRESPONDENCE DATA			
Fax Number:	(866)225-3394		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	rdc@chabotlaw.com		
Correspondent Name:	Ralph D. Chabot		
Address Line 1:	2310 East Ponderosa Drive, Suite 4		
Address Line 4:	Camarillo, CALIFORNIA 93010-4747		
ATTORNEY DOCKET NUMBER:	6538		
NAME OF SUBMITTER:	Ralph D. Chabot		
Signature:	/rdc/		
Date:	06/21/2007		

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Total Attachments: 5

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, made this 16th day of June, 2006, between Color Express, Inc. (Colorado), of 9955 Pleasanton Drive, Colorado Springs Colorado 80920, a corporation organized and existing under the laws of the state of Colorado, and Color Express, Inc. (California), of 25619 Timpanogos Drive, Calabasas, CA 91302, a corporation organized and existing under the laws of the state of California, pursuant to §7-90-203.7 of the Colorado Revised Statutes (CRS).

RECITALS

1. The total number of shares which Color Express, Inc. (Colorado) is authorized to issue is 100 shares, divided into one class and assigned no par value, all of which are owned by the shareholder Freddie Brook, and none are treasury shares owned by the corporation.

2. The total number of shares of stock which Color Express, Inc. (California) is authorized to issue is 1000 shares, divided into one class and assigned par value of \$100.00, all of which are owned by the shareholder Freddie Brook, and none are treasury shares owned by the corporation.

3. The boards of directors of the respective corporations deem it desirable and in the best interest of the corporations and their shareholders that Color Express, Inc. (California) be merged with Color Express, Inc. (Colorado), for reason that all of the assets, directors, officers, and employees of Color Express, Inc. (California) are located in the State of Colorado, and the business is now conducted entirely out of the Colorado office.

4. It is the intent of this Plan of Merger that the Colorado Corporation be the surviving corporation, which after the merger shall retain the name of Color Express, Inc. and continue doing business solely in Colorado.

5. For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties hereto, the constituent corporations agree, pursuant to Colorado Revised Statutes 7.110.101 et seq, that Color Express, Inc. (California) shall be merged into Color Express, Inc. (Colorado) as a single corporation; and the parties further agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect and the manner of converting the shares of Color Express, Inc. (California) into shares of Color Express, Inc. (Colorado), as hereinafter set forth.

COLOR EXPRESS, INC. (COLORADO) TO BE SURVIVING CORPORATION AND WILL RETAIN THE EIN NUMBER 91-2023778

1. Color Express, Inc. (California) shall be merged into Color Express, Inc. (Colorado), the Colorado corporation and the corporate existence of Color Express, Inc. (California) shall cease, and the corporate existence of Color Express, Inc. (Colorado) shall continue, and Color Express, Inc. (Colorado) South, Inc. shall become the owner, without any other form of transfer, of all the rights and property of the constituent corporations, and Color Express, Inc. (Colorado) shall become subject to all the debts and liabilities of the constituent corporations in the same

manner as if Color Express, Inc. (Colorado) had itself incurred them.

SECTION TWO PRINCIPAL OFFICE

The principal office of Color Express, Inc. (Colorado) is located at 9955 Pleasanton Drive, Colorado Springs Colorado 80920, and shall remain the principal office of the corporation following this merger.

SECTION THREE NAME OF BUSINESS

The name of the business of the corporation following the merger, shall be Color Express, Inc. and with the filing of the Articles of Merger in Colorado, Color Express, Inc. (California) shall file with the Secretary of State of California Notice of Withdrawal from the state of California. The Withdrawal, Plan of Merger, Articles of Merger, and Articles of Amendment are all to be filed at the same time.

SECTION FOUR OBJECTS AND PURPOSES

The objects and purposes proposed to be transacted, promoted, and carried on by the corporation following the merger, are as follows.

The general nature of the business to be transacted is to establish, operate, and maintain a commercial and industrial business emphasizing the development, research, design, licensing, manufacture, and sale, of hair coloring additives, and other chemicals and industrial products, emphasizing hair coloring application methods, materials and products, and to provide related services, and to do all other acts and things incidental thereto or included in all or any of the general powers given private Corporations for profit under the Laws of the State of Colorado.

SECTION FIVE ARTICLES OF MERGER

The Articles of Merger shall be filed with the Secretary of State of Both Colorado and California.

SECTION SIX BYLAWS

The present bylaws of Color Express, Inc. (Colorado),, insofar as not inconsistent with this Agreement and Plan of Merger, shall be the bylaws of Color Express, Inc. (Colorado) following the merger and name change, until altered, amended, or repealed as provided.

SECTION SEVEN NAMES AND ADDRESSES OF DIRECTORS

The names and addresses of the persons who shall constitute the board of directors of Color Express, Inc. (Colorado) following merger and who shall hold office until the first annual meeting of the shareholders of Color Express, Inc. (Colorado) following the merger, are as follows:

FREDDIE BROOK 9955 Pleasanton Drive,
Colorado Springs, Colorado 80920

GAIL BROOK 9955 Pleasanton Drive,
Colorado Springs, Colorado 80920

SECTION EIGHT METHOD OF CONVERTING SHARES

Immediately upon this Agreement of merger becoming effective, the shares of the constituent corporations shall, without any other action on the part of the shareholders thereof, become and be converted as follows:

Ten shares of the California Corporation for one share of the Colorado Corporation.

All outstanding issued and treasury shares of Color Express, Inc. (California) shall be replaced with shares of the surviving corporation, Color Express, Inc. (Colorado) in the following ratio. Ten shares of the California Corporation for one share of the Colorado Corporation. The old shares shall be deemed un-issued and authorized treasury shares and shall be retired by the corporation, provide that the California shares originally owed by Harmon Greene and 49% of the new shares, will continue to be held by the Colorado Color Express, Inc. Attorney Mr. Haller, as security for Freddie Brooke's purchase of the California shares previously owned by Harmon Greene.

SECTION NINE DIVIDENDS PRIOR TO MERGER

Until this agreement of merger becomes effective or is abandoned neither corporation shall pay dividends on their shares of stock of any class or series at their respective regular times and rates.

SECTION TEN EXTRAORDINARY TRANSACTIONS

Neither corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this agreement.

SECTION ELEVEN SUBMISSION TO STOCKHOLDERS; EFFECTIVE DATE

This Agreement and Plan of Merger shall be submitted to the stockholders of the constituent corporations in the manner provided by Colorado Statute 7.110.102 et seq, and if the votes of stockholders of each such corporation representing fifty-one percent (51%) of the total number of shares of its capital stock shall be in favor of the adoption of this agreement, it shall (subject to the provisions of Section Eleven of this Agreement) take effect as the agreement of merger of the constituent corporations on the date on which it is filed in the office of the Secretary of State of the State of Colorado together with evidence of its adoption as required by law.

SECTION TWELVE
ABANDONMENT OF MERGER

Anything to the contrary herein notwithstanding, if the board of directors of Color Express, Inc. (California), or the board of directors of Color Express, Inc. (Colorado) should determine, either before or after the meeting of the stockholders of the respective corporations called to vote on the adoption or rejection of this agreement of merger, that for any legal, financial, economic, or business reason deemed sufficient by such board it is not in the interest of the corporation it represents, or the stockholders of such corporation, or is otherwise inadvisable or impractical to consummate the merger, such board of directors may abandon the merger by directing the officers of the corporations to refrain from executing or filing this agreement of merger, and thereupon this agreement shall be void and of no effect

SECTION THIRTEEN
INTELLECTUAL PROPERTY RIGHTS

Color Express, Inc. (California), is the owner of the Canadian, European Union and Federal Trademarks "Color Express" as applied to hair coloring additives and assigns these to Color Express, Inc. (Colorado). The survivor Corporation, Color Express, Inc. (Colorado) shall be the owner of all of the above Trademarks "Color Express".

IN WITNESS WHEREOF, the directors, or a majority thereof, of Color Express, Inc. (California) and the directors, or a majority thereof of Color Express, Inc. (Colorado) have set their hands and seals this 16th day of June, 2007.

Color Express, Inc. (California)
a California Corporation

By its Director:

Fredde Brook

Approved by its Shareholder

Fredde Brook

Color Express, Inc. (Colorado)
a Colorado Corporation

By its Director:

Freddie Brooke

Approved by its Shareholder

Freddie Brooke