

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/27/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Blistex Bracken Limited Partnership		06/27/2007	LIMITED PARTNERSHIP: WASHINGTON

RECEIVING PARTY DATA

Name:	Blistex Bracken LLC
Street Address:	316 California Avenue
Internal Address:	#801
City:	Reno
State/Country:	NEVADA
Postal Code:	89509
Entity Type:	LIMITED LIABILITY COMPANY: NEVADA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	0658707	BLISTIK
Registration Number:	0804558	BLISTEX
Registration Number:	1094204	BLISTEX
Registration Number:	1094205	BLISTIK
Registration Number:	1373396	BLISTEX
Registration Number:	2114427	LIP REVITALIZER
Registration Number:	2601674	MIRAME
Registration Number:	2817472	BLISTEX

CORRESPONDENCE DATA

Fax Number: (206)224-0779
 Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

CH \$215.00 0658707

Phone: 206.682.8100
Email: efilings@cojck.com
Correspondent Name: James R. Uhlir
Address Line 1: 1420 Fifth Avenue
Address Line 2: Suite 2800
Address Line 4: Seattle, WASHINGTON 98101-2347

ATTORNEY DOCKET NUMBER:	BLIS-5-25387
NAME OF SUBMITTER:	James R. Uhlir, Reg. No. 25,096
Signature:	/jruhlir/
Date:	07/25/2007

Total Attachments: 5
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UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

BLISTEX BRACKEN LLC

NV Limited Liability Company

UBI: 000-000-000

Filing Date: June 28, 2007

Merging Entities:

601-814-999

BLISTEX BRACKEN LIMITED PARTNERSHIP



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 003589 FRAME: 0934

FILED
SECRETARY OF STATE
SAM REED

June 27, 2007

STATE OF WASHINGTON

06/28/07 1088972-002
\$60.00 R #SUCCESS-12
id:1323687

**ARTICLES OF MERGER
OF
BLISTEX BRACKEN LIMITED PARTNERSHIP
INTO
BLISTEX BRACKEN LLC**

Pursuant to the provisions of RCW 25.10.840 and 25.10.820, the following Articles of Merger are executed for the purpose of merging Blistex Bracken Limited Partnership, a Washington limited partnership ("Blistex LP"), with and into Blistex Bracken LLC, a Nevada limited liability company ("Blistex LLC").

1. The Plan of Merger is attached hereto as Exhibit A.
2. Approval of the Plan of Merger by the general and limited partners of Blistex LP was required. The merger was duly approved by Blistex LP's general and limited partners pursuant to RCW 25.10.810.
3. The merger is permitted by the laws of the State of Nevada under whose laws Blistex LLC is organized, and Blistex LLC has complied with such laws in effecting this merger.
4. Blistex LLC is deemed to appoint the Washington Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting partners of Blistex LP.

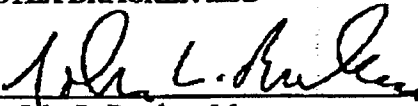
5. The effective date of the merger herein provided shall be on June 30, 2007 or upon the filing of these Articles of Merger, whichever date is later.

DATED this 27th day of June, 2007.

**BLISTEX BRACKEN LIMITED
PARTNERSHIP**

By: 
John L. Bracken, Managing Partner

BLISTEX BRACKEN LLC

By: 
John L. Bracken, Manager

By: 
Laura Bracken Clough, Manager

By: 
Carol B. Clemency, Manager

EXHIBIT A**PLAN OF MERGER**

This Plan of Merger is dated as of the 27th day of June, 2007, between Blistex Bracken Limited Partnership, a Washington limited partnership ("Blistex LP"), and Blistex Bracken LLC, a Nevada limited liability company ("Blistex LLC").

WHEREAS, the parties hereto deem it desirable and in their best interests that Blistex LP be merged into and with Blistex LLC;

NOW, THEREFORE, in consideration of the mutual promises and covenants, and subject to the conditions herein set forth, the merging entities agree as follows:

1. The merging entities shall be merged into a single entity by Blistex LP merging into and with Blistex LLC, which shall survive the merger, pursuant to the provisions of the laws of the State of Washington and the State of Nevada. Upon such merger, the separate existence of Blistex LP shall cease and Blistex LLC shall become the owner, without other transfer, of all the rights and property of the merging entities, and Blistex LLC shall become subject to all the debts and liabilities of Blistex LP in the same manner as if Blistex LLC had itself incurred them.

2. The manner and basis of converting the interests of the partners of Blistex LP into membership interests of Blistex LLC shall be as follows: each general and limited partnership interest of Blistex LP outstanding on the effective date of the merger shall be converted into one membership interest of Blistex LLC.

3. This Plan of Merger shall be submitted for approval to (a) the general and limited partners of Blistex LP in the manner provided by the applicable laws of the State of Washington, and (b) the members of Blistex LLC in the manner provided by the applicable laws of the State of Nevada. After such approval, Articles of Merger shall be filed as required by the laws of the State of Washington and the State of Nevada.

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4. The effective date of the merger shall be June 30, 2007 or upon the filing of the Articles of Merger, whichever date is later.

5. This Plan of Merger may be executed in any number of counterparts, and all such counterparts shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by its authorized representatives this 27th day of June, 2007.

BLISTEX BRACKEN LIMITED PARTNERSHIP

By: John L. Bracken
John L. Bracken, Managing Partner

BLISTEX BRACKEN LLC

By: John L. Bracken
John L. Bracken, Manager

By: Laura Bracken Clough, manager
Laura Bracken Clough, Manager

By: Carol B. Clemency, Manager
Carol B. Clemency, Manager