



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/12)

103457184

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

10.22.07

1. Name of conveying party(ies):
LEVLAD INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State California
 Other:

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
Name: LEVLAD, LLC

Internal Address:
Street Address: 9200 Mason Avenue

City: Chatsworth
State: CA Zip: 91311

Individual(s) citizenship: _____
 Association: _____
 General Partnership: _____
 Limited Partnership: _____
 Corporation-State: _____
 Other: California Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other: Conversion to LLC

Execution Date: June 5, 2007

4. Application Number(s) or Registration Number(s):

A. Trademark Application No.(s):
See schedule A attached

B. Trademark Registration No.(s):
See schedule A attached

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Robert Berliner
BERLINER & ASSOCIATES

Internal Address: Atty. Dkt.: 2625-100

Street Address: 555 w. Fifth Street, 31st Floor

City: Los Angeles State: CA Zip: 90013

6. Total Number of applications and registrations involved: 45


7. Total fee (37 CFR 3.41) \$ 1,140.00

Pd 7/25/07 see attached Document ID #103432861

8. Deposit account number: 50-3881
For any overpayment or under payment

DO NOT USE THIS SPACE

9. Statement and signature:
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert Berliner  October 18, 2007
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document:

<u>Serial No.</u>	<u>Registration No.</u>	<u>Mark</u>
78648101		TONE BACK THE CLOCK
78670860	3178540	REPLENIPLEX
78670637	3172505	NATURAL RESULTS
78785676		SICURO
78797187		STRANDING FIRM
78648119	3170056	IN THE BEGINNING
78796400		STRAIGHTEN UP AND LIE RIGHT
78797152		FOREVER AND A SPRAY
78797145		IN LIVING COLOR
78797136		STAYIN' ALIVE
78788403		HOLD THAT POSE
78785620		PRESENTO
78785502		LABRINTO
78781181		IT'S SUNBEATABLE
78781135		HAPPY GLOW LUCKY
78781125		UPPER TANAGEMENT
78781116		BE SOLECTIVE
78781096		SUNDERCOVER
78976772	3102332	NATURE'S GATE ORGANIC THERAPY
77121405		RAINWATER ORGANICS
77121390		RAINWATER
76185455	3002192	ORGANIC THERAPY
76185454	2743235	NATURE'S GATE ORGANICS
76511726	2893961	ORGANIC SPA COLLECTION
76653614	3232194	NATURE'S GATE ORGANICS ADVANCED CARE
76586325		NATURE'S GATE ORGANICS FRUIT BLEND
76607210	3085964	OH WHAT A NIGHT
76607209	3085963	LIGHT SWITCH
76607207	3085962	C FOR YOURSELF
76606355	3098660	HAVE A VINE DAY
76606350	3098659	FORGET YOUR LINES
76608078	3022644	SAVE FACE
75535882	2500672	SAVE FACE & Design
75334309	2232954	AQUABLOCK
75212413	2179434	FACIAL POLISH
75212412	2473839	DEODORMINT
74372305	1980339	SPRINGBROOK
74515622	1929299	NO ANIMAL TESTING
74220578	1744210	PETAL FRESH
74695589	2014565	FOREST PURE
74610759	1997582	SILLY VANILLY
74371130	1811785	BATH MOODS
73208710	1166898	NATURE'S GATE
73388661	1289681	ALOEGEN
73291400	1246795	LIP SERVICE

SCHEDULE A

08-01-2007



103432861

To the Director of the U. S. Patent and Trademark Office. Please return the enclosed documents or the new address(es) below.

7.27.07

1. Name of conveying party(ies):

LEVLAD, INC.

- Individual(s)
- General Partnership
- Corporation- State: California
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: LEVLAD, LLC

Internal Address: _____

Address: _____

Street Address: 9200 Mason Avenue

City: Chatsworth

State: CA

Country: USA Zip: 91311

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship California
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) _____

- Assignment
- Security Agreement
- Other Conversion to LLC
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See Schedule A attached

B. Trademark Registration No.(s)

See Schedule A attached

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Robert Berliner

Internal Address: BERLINER & ASSOCIATES

Street Address: 555 West 5th St., 31st Floor

City: Los Angeles

State: California Zip: 90013

Phone Number: (213) 533-4171

Fax Number: (213) 533-4174

Email Address: rberliner@berliner-ip.com

6. Total number of applications and registrations involved:

45

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1,140.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed Check # 1515

8. Payment Information:

Debit or credit any overpayment under payment to:

Deposit Account Number 50-3881

Authorized User Name Robert Berliner

9. Signature:

Robert Berliner
Signature

Name of Person Signing

July 25, 2007
Date

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

40.00 IP
100.00 DP
0000221 78648101
07/25/2007 NJM/ML
01 FEB 2008
02 FEB 2008

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of _____ page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 05 2007

DEBRA BOWEN
Secretary of State



**State of California
Secretary of State**

FILED 200522410152

FILED
In the office of the Secretary of State
of the State of California

JUN 16 2006

CERTIFICATE OF CONVERSION

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF CONVERTED ENTITY Levad, LLC		
2. FORM OF ENTITY Limited Liability Company	3. JURISDICTION Delaware	
4. MAILING ADDRESS OF CHIEF EXECUTIVE OFFICE 9200 Mason Avenue	CITY AND STATE Chatsworth, CA	ZIP CODE 91311
5. STREET ADDRESS OF CHIEF EXECUTIVE OFFICE 9200 Mason Avenue	CITY AND STATE Chatsworth, CA	ZIP CODE 91311
6. STREET ADDRESS OF THE CALIFORNIA OFFICE, IF ANY 9200 Mason Avenue	CITY Chatsworth	STATE CA ZIP CODE 91311
7. MAILING ADDRESS OF AGENT FOR SERVICE OF PROCESS 2711 Centerville Road, Suite 400	CITY AND STATE Wilmington, DE	ZIP CODE 19808


CONVERTING ENTITY INFORMATION

8. NAME OF CONVERTING ENTITY Levad, LLC		
9. FORM OF ENTITY Limited Liability Company	10. JURISDICTION California	11. CA SECRETARY OF STATE FILE NUMBER, IF ANY 200522410152
12. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUATED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS: <u>STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS</u> Limited liability company membership interest (of sole member) 100%		

ADDITIONAL INFORMATION

13. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.

14. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

	06/16/2006	Michael B. DeFlorio, Manager
SIGNATURE OF AUTHORIZED PERSON	DATE	TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON
_____	_____	_____
SIGNATURE OF AUTHORIZED PERSON	DATE	TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

APPROVED BY SECRETARY OF STATE

CONV-1A (REV 06/2005)
C0111-0206076





State of California
Secretary of State

20052210152

FILED
In the office of the Secretary of State
of the State of California

AUG 05 2005

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT -- Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," "Ltd. Liability Company," "Ltd. Liability Co.," or the abbreviation "LLC" or "L.L.C.")
Levied, LLC
2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE BEVERLY-HILLS LIMITED LIABILITY COMPANY ACT.
3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)
 ONE MANAGER
 MORE THAN ONE MANAGER
 ALL LIMITED LIABILITY COMPANY MEMBER(S)
4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICE CITY AND STATE ZIP CODE
9200 Mason Avenue Chatsworth, CA 91311
5. NAME OF AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both items 5 and 6 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporation Code section 1509 and item 6 must be completed (leave item 6 blank).)
Harold E. Williams, Jr.
6. IF AN INDIVIDUAL, ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA CITY STATE ZIP CODE
9200 Mason Avenue Chatsworth CA 91311

CONVERTING ENTITY INFORMATION

7. NAME OF CONVERTING ENTITY
Levied, Inc
8. FORM OF ENTITY 9. JURISDICTION 10. CA SECRETARY OF STATE FILE NUMBER, IF ANY
Corporation California C0745879
11. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS:
STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS.
Common Stock; One (1) share issued and outstanding and entitled to vote 100%

ADDITIONAL INFORMATION

12. ADDITIONAL INFORMATION SET FORTH ON THE ATTACHED PAGES, IF ANY, IS INCORPORATED HEREIN BY THIS REFERENCE AND MADE A PART OF THIS CERTIFICATE.
13. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.

Michael B. DeFlorio 8/5/05
SIGNATURE OF AUTHORIZED PERSON DATE

Michael B. DeFlorio, Chairman of the Board
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON DATE

Christopher D. Whalen, Assistant Secretary
TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

APPROVED BY SECRETARY OF STATE



State of California
Secretary of State

File #

LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION - CONVERSION

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

CONVERTED ENTITY INFORMATION

1. NAME OF LIMITED LIABILITY COMPANY (End the name with the words "Limited Liability Company," "Lco. Liability Company," "Ltd. Liability Co.," or the abbreviation "LLC" or "L.L.C.")

Levied, LLC

2. THE PURPOSE OF THE LIMITED LIABILITY COMPANY IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY FOR WHICH A LIMITED LIABILITY COMPANY MAY BE ORGANIZED UNDER THE SEVERLY-MULLEN LIMITED LIABILITY COMPANY ACT.

3. THE LIMITED LIABILITY COMPANY WILL BE MANAGED BY (Check only one)

ONE MANAGER

MORE THAN ONE MANAGER

ALL LIMITED LIABILITY COMPANY MEMBER(S)

4. MAILING ADDRESS OF THE CHIEF EXECUTIVE OFFICER

CITY AND STATE

ZIP CODE

9200 Mason Avenue

Chatsworth, CA

91311

5. NAME OF AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and both items 6 and 8 must be completed. If the agent is a corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporation Code section 1522 and Item 5 must be completed (leave Item 6 blank).)

Harold E. Williams, Jr.

6. IF AN INDIVIDUAL ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CA

CITY

STATE

ZIP CODE

9200 Mason Avenue

Chatsworth

CA

91311

CONVERTING ENTITY INFORMATION

7. NAME OF CONVERTING ENTITY

Levied, Inc.

8. FORM OF ENTITY

Corporation

9. JURISDICTION

California

10. CA SECRETARY OF STATE FILE NUMBER IF ANY

C0745879

11. THE PRINCIPAL TERMS OF THE PLAN OF CONVERSION WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUALED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, PROVIDE THE FOLLOWING FOR EACH CLASS

STATE THE CLASS AND NUMBER OF OUTSTANDING INTERESTS ENTITLED TO VOTE AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS

Common Stock; One (1) share issued and outstanding and entitled to vote

100%

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SIGNATURE OF AUTHORIZED PERSON

DATE

Michael B. DeFloria, Chairman of the Board

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

SIGNATURE OF AUTHORIZED PERSON

DATE

Christopher D. Wiles, Assistant Secretary

TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON

APPROVED BY SECRETARY OF STATE

LLC-1A (REV 08/2004)