

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pearl Baths, Inc.		02/27/2007	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	Pearl Baths LLC		
Street Address:	9224, 73rd Avenue North		
City:	Brooklyn Park		
State/Country:	MINNESOTA		
Postal Code:	55428		
Entity Type:	LIMITED LIABILITY COMPANY: MINNESOTA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2039952	PEARL	
CORRESPONDENCE DATA			
Fax Number:	(860)286-0115		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	8602862929		
Email:	tm-ct@cantorcolburn.com		
Correspondent Name:	George A. Pelletier, Jr.		
Address Line 1:	20 Church Street; 22d Fl		
Address Line 2:	Cantor Colburn LLP		
Address Line 4:	Hartford, CONNECTICUT 06103		
NAME OF SUBMITTER:	George A. Pelletier, Jr.		
Signature:	/gapjr/		
Date:	04/08/2008		

CH \$40.00 2039952

Total Attachments: 6

900103539

**TRADEMARK
 REEL: 003754 FRAME: 0628**

source=1776_001#page1.tif
source=1776_001#page2.tif
source=1776_001#page3.tif
source=1776_001#page4.tif
source=1776_001#page5.tif
source=1776_001#page6.tif

State of Minnesota

SECRETARY OF STATE

Certificate of Organization

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: Articles of Organization, duly signed, have been filed on this date in the Office of the Secretary of State, for the organization of the following limited liability company, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

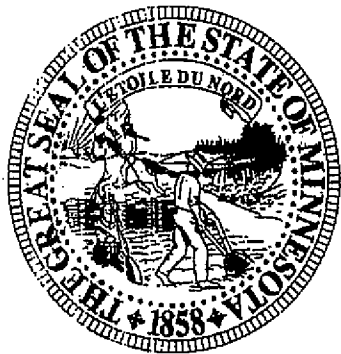
This limited liability company is now legally organized under the laws of Minnesota.

Name: Pearl Baths LLC

Charter Number: 2244872-3

Chapter Formed Under: 322B

This certificate has been issued on 02/27/2007.



Mark Ritchie
Secretary of State.

State of Minnesota

SECRETARY OF STATE

Certificate of Conversion

I, Mark Ritchie, Secretary of State of Minnesota, certify that the documentation required to effectuate a conversion by the entity listed below, from the law designated by the chapter listed below, has been filed in this office on the date listed and has been approved pursuant to the procedures required in the chapter indicated.

Conversion Filed Pursuant to Minnesota Statutes,
Chapter: 302A

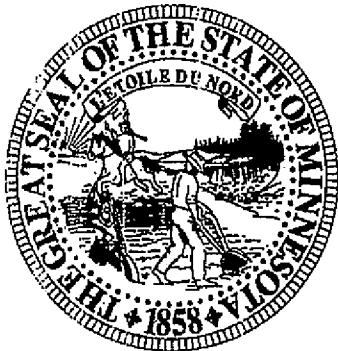
State of Formation and Name of Converting Entity:
MN: Pearl Baths, Inc.

After Conversion, Entity is Governed by Minnesota
Statutes, Chapter: 322B

State of Formation and Name of Entity after the
Effective Date of Conversion:
MN: Pearl Baths LLC

Effective Date of Conversion: 02/27/2007.

This certificate has been issued on 02/27/2007.



Mark Ritchie
Secretary of State.

3E-1104

DC-CV




**ARTICLES OF CONVERSION
OF
PEARL BATHS, INC.
INTO
PEARL BATHS LLC**

These Articles of Conversion relate to the conversion of Pearl Baths, Inc., a Minnesota corporation, into Pearl Baths LLC, a Minnesota limited liability company.

1. The plan of conversion, dated as of February 27, 2007, is attached hereto as Exhibit A.
2. The name of the converting organization is Pearl Baths, Inc. The name of the converted organization shall be Pearl Baths LLC.
3. The converted organization shall be a limited liability company governed by Chapter 322B of the Minnesota Statutes.
4. The plan of conversion has been approved by the converting organization pursuant to Section 302A.685 of the Minnesota Statutes.
5. The articles of organization attached as Annex I to the plan of conversion shall be the articles of organization of the converted organization.
6. The conversion provided for herein shall be effective at 10:00 a.m. (Central Time) on February 28, 2007.

IN WITNESS WHEREOF, Pearl Baths, Inc. has caused these Articles of Conversion to be executed by its duly authorized officer this 27th day February, 2007.

PEARL BATHS, INC.

By: 
Denis Aubin, Treasurer and Secretary

Annex I

**ARTICLES OF ORGANIZATION
of
PEARL BATHS LLC**

Article I

The name of this Company is Pearl Baths LLC.

Article II

The registered office of the Company is 9224, 73rd Avenue North, Brooklyn Park, Minnesota 55428.

Article III

The name and address of the organizer of this Company is as follows:

Denis Aubin
9224, 73rd Avenue North
Brooklyn Park, Minnesota 55428

The name of the first governors of the Company are:

Denis Aubin
Russell J. Suchon
Daniel H. Stewart

Article IV

The number of governors may be increased or decreased from time to time in the discretion of the members.

Annex II

Governors and Managers
of
PEARL BATHS LLC
Immediately Following the Conversion

Governors

Denis Aubin
Russell J. Suchon
Daniel H. Stewart

Managers

Daniel H. Stewart	President and Chief Manager
Russell J. Suchon	Vice President
Denis Aubin	Treasurer and Secretary

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB 27 2007

Mark Ritchie
Secretary of State

Exhibit A

PLAN OF CONVERSION

This Plan of Conversion is adopted by Pearl Baths, Inc., a Minnesota corporation (the "Company"), as of this 27th day of February 2007.

WHEREAS, the board of directors of the Company has determined that it is advisable and in the best interests of the Company and its shareholder to convert (the "Conversion") the Company (which is the "converting organization" under Chapter 302A of the Minnesota Statutes) from a Minnesota corporation into a Minnesota limited liability company (the "Converted Organization").

WHEREAS, in order to effect the Conversion, the board of directors of the Company has approved, and the sole shareholder of the Company has thereafter adopted, this Plan of Conversion.

1. Conversion. Pursuant to Section 302A.681 of the Minnesota Statutes, the Company shall be converted into the Converted Organization. The name of the Converted Organization shall be "Pearl Baths LLC". The Converted Organization shall be a limited liability company governed by Chapter 322B of the Minnesota Statutes.
2. Effective Time. The Conversion shall be effective at 10:00 a.m. (Central Time) on February 28, 2007 (the "Effective Time").
3. Organizational Documents. The articles of organization attached as Annex I hereto shall be the articles of organization of the Converted Organization.
4. Board of Governors and Managers. The persons listed as "Governors" on Annex II hereto shall constitute the board of governors of the Converted Organization immediately after the Conversion. The persons listed as "Managers" on Annex II hereto shall be the managers of the Converted Organization immediately after the Conversion, with such titles as are set forth on Annex II hereto.
5. Conversion of Capital Stock. At the Effective Time, each share of common stock of the Company, par value \$100 per share, shall, by virtue of the Conversion and without any action on the part of the holder thereof, be converted into one unit of membership interest in the Converted Organization.
6. Articles of Conversion. In accordance with the Plan of Conversion and for the purpose of effecting the Conversion, the Secretary shall file articles of conversion which shall contain a copy of this Plan of Conversion and the Annexes hereto, with the Minnesota Secretary of State.

PEARL BATHS, INC.

By: 

Denis Aubin, Treasurer and Secretary