

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Change of name and conversion into different entity structure		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Marcus & Joy, LLC		12/12/2008	LIMITED LIABILITY COMPANY: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Lifefactory, Inc.		
Street Address:	480 Gate 5 Road, Studio 300E		
City:	Sausalito		
State/Country:	CALIFORNIA		
Postal Code:	94965		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 5			
Property Type	Number	Word Mark	
Serial Number:	77254986	LIFEFACTORY	
Serial Number:	77685872	LIFEFACTORY	
Serial Number:	77685889		
Serial Number:	77691097	SAFE SIMPLE SMART	
Serial Number:	77255057	WEE GO	
CORRESPONDENCE DATA			
Fax Number:	(408)521-2203		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	408-298-8204		
Email:	btarabichi@owenstarabichi.com		
Correspondent Name:	Bruno Tarabichi		
Address Line 1:	111 W. Saint John St.		
Address Line 4:	San Jose, CALIFORNIA 95113		
ATTORNEY DOCKET NUMBER:	204-2001		

CH \$140.00 77254986

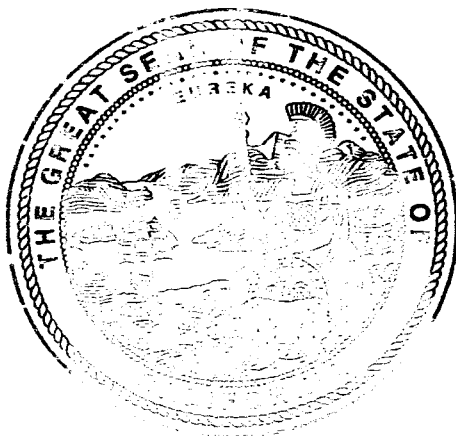
NAME OF SUBMITTER:	Bruno Tarabichi
Signature:	/bruno tarabichi/
Date:	07/21/2009
Total Attachments: 3 source=Conversion and Name Change#page1.tif source=Conversion and Name Change#page2.tif source=Conversion and Name Change#page3.tif	

State of California
Secretary of State



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

That the attached transcript of 2 page(s) has been compared
with the record on file in this office, 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

MAR 18 2009

Debra Bowen

DEBRA BOWEN
Secretary of State

20689240

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

MAR 12 2009

CERTIFICATE OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION WITH STATEMENT OF CONVERSION

Pam Marcus and Daren Joy certify that:

1. They are the President and Secretary, respectively, Marcus and Joy, a California corporation.

2. Article I of the Articles of Incorporation with Statement of Conversion of this corporation is amended to read as follows:

The name of the corporation is Lifefactory, Inc.

3. The foregoing Certificate of Amendment of the Articles of Incorporation with Statement of Conversion has been duly approved by the board of directors.

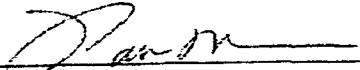
The foregoing Amendment of the Articles of Incorporation with Statement of Conversion (other than omissions required by Section 910 of the Corporations Code) has been duly approved by the required vote of the shareholders of the corporation in accordance with Section 902 and Section 903 of the California Corporations Code. The corporation has only one class of stock; the total number of outstanding shares of such class entitled to vote with respect to the Certificate of Amendment of the Articles of Incorporation with Statement of Conversion was 8,312,500 shares of Common Stock. The number of shares voting in favor of the Certificate of Amendment of the Articles of Incorporation with Statement of Conversion set forth herein equaled or exceeded the vote required, such required vote being a majority of the outstanding shares of Common Stock as a class.

The undersigned certify under penalty of perjury under the laws of the State of California that they have read the attached Certificate of Amendment of the Articles of Incorporation with Statement of Conversion and know its contents, and that the matters set forth therein are true and correct.

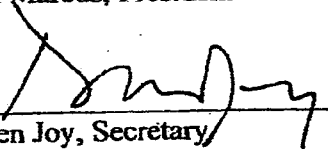
US_ACTIVE-101173030.1

TRADEMARK
REEL: 004028 FRAME: 0638

IN WITNESS WHEREOF the undersigned have executed this document on February 28, 2009,
in Sausalito, California.



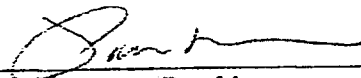
Pam Marcus, President



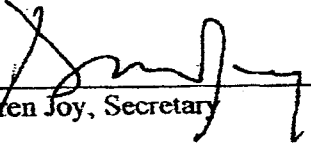
Daren Joy, Secretary

We further declare under penalty of perjury under the laws of the State of California that the
matters set forth in this certificate are true and correct of our own knowledge.

Executed this 28 day of February, 2009, in Sausalito, Marin County, California.



Pam Marcus, President



Daren Joy, Secretary

