

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Better Nutrition, Inc.		10/31/2005	CORPORATION: VIRGINIA

RECEIVING PARTY DATA

Name:	Cruz Bay Publishing, Inc.
Street Address:	300 Continental Boulevard, Suite 650
City:	El Segundo
State/Country:	CALIFORNIA
Postal Code:	90245
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2774760	BETTER NUTRITION NATURAL SOLUTIONS FOR HEALTHY LIVING
Registration Number:	2102728	BETTER NUTRITION
Registration Number:	2228410	NATURALLY THE RIGHT CHOICE

CORRESPONDENCE DATA

Fax Number: (202)659-1559
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (734) 623-2938
 Email: trademark@dickinsonwright.com, jnishi@dickinsonwright.com,
 nhudge@dickinsonwright.com
 Correspondent Name: John C. Nishi
 Address Line 1: 1875 Eye Street, N.W., Suite 1200
 Address Line 2: International Square
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20006

OP \$90.00 2774760

ATTORNEY DOCKET NUMBER:	27932-220
NAME OF SUBMITTER:	John C. Nishi
Signature:	/John C. Nishi/
Date:	08/11/2009
Total Attachments: 6 source=Merger Better Nutrition to Cruz Bay Publishing#page1.tif source=Merger Better Nutrition to Cruz Bay Publishing#page2.tif source=Merger Better Nutrition to Cruz Bay Publishing#page3.tif source=Merger Better Nutrition to Cruz Bay Publishing#page4.tif source=Merger Better Nutrition to Cruz Bay Publishing#page5.tif source=Merger Better Nutrition to Cruz Bay Publishing#page6.tif	

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

**ARTICLES OF MERGER OF
BETTER NUTRITION, INC. 05287584
INTO CRUZ BAY PUBLISHING, INC. F 1565151**

The undersigned corporation(s), pursuant to Title 13.1, Chapter 9, Article 12 of the Code of Virginia, hereby execute(s) the following articles of merger and set(s) forth:

ONE

See attached Agreement and Plan of Merger. The merger shall be effective at 8:00 p.m. Eastern Standard Time on October 31, 2005, for accounting purposes only.

TWO


The Agreement and Plan of Merger was adopted by consent of the sole shareholder and the Board of Directors of Better Nutrition, Inc. and by consent of the sole stockholder and the Board of Directors of Cruz Bay Publishing, Inc.

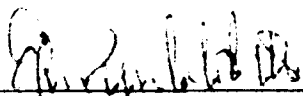
[Signature page follows]

The undersigned officer declares that the facts herein stated are true as of October 25, 2005

BETTER NUTRITION, INC.

CRUZ BAY PUBLISHING, INC.

By: 
Efrén Zimbalist III
Its: Chief Executive Officer

By: 
Efrén Zimbalist III
Its: President and Chief Executive Officer

DETROIT 27932-1 901847-1

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated as of October 25, 2003 (this "Agreement"), between Better Nutrition, Inc., a Virginia Corporation ("Nutrition") and Cruz Bay Publishing, Inc., a Delaware corporation ("CPB" and, together with Nutrition, the "Constituent Entities"), pursuant to Title 8, Section 252 of the Delaware General Corporation Law and Title 13.1, Chapter 9, Article 12 of the Code of Virginia:

WITNESSETH:

WHEREAS, Nutrition filed its Articles of Incorporation with the Commonwealth of Virginia on October 20, 1999 and is a corporation existing under the laws of the Commonwealth of Virginia, having authorized capital stock consisting of 25,000 shares of voting common stock, no par value, of which 100 shares are currently issued and outstanding and held by CBP:

WHEREAS, CBP filed its Certificate of Formation in the office of the Secretary of State of the State of Delaware on September 10, 2003 and is a corporation duly organized and existing under the laws of the State of Delaware, having authorized capital stock consisting of 1,000 shares of voting common stock, no par value, of which 100 shares are currently issued and outstanding; and

WHEREAS, the Board of Directors and sole shareholder of Nutrition and the Board of Directors and sole stockholder have deemed it advisable and in the best interests of said companies and their respective shareholders or stockholders that Nutrition merge with and into CBP, upon the terms and conditions set forth herein and in accordance with the laws of the Commonwealth of Virginia and the State of Delaware (the "Merger") and have each authorized and approved the merger.

NOW THEREFORE, the companies, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the Merger and of carrying the same into effect as follows:

FIRST: At the Effective Time (as hereinafter defined) of the Merger, Nutrition shall be merged with and into CBP, the separate corporate existence of Nutrition shall cease, and CBP shall continue as the surviving corporation. The Merger shall have the further effects set forth under the law of the Commonwealth of Virginia and the State of Delaware. CBP, in its capacity as the surviving corporation of the Merger, is hereinafter sometimes referred to as the "Surviving Corporation."

SECOND: The Certificate of Incorporation of CBP, as in effect at the Effective Time, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

THIRD: The By-laws of CBP as in effect at the Effective Time shall continue to be the By-laws of the Surviving Corporation until the same shall be altered, amended or repealed in accordance with the provisions thereof.

FOURTH: The members of the Board of Directors and the officers of CBP holding office immediately prior to the Effective Time shall be and remain the members of the Board of Directors and officers of the Surviving Corporation and shall hold such offices until the expiration of their current terms, or their prior resignation, removal or death.

FIFTH: The manner of converting the outstanding shares of each of the constituent companies shall be as follows: (i) inasmuch as CBP is the sole shareholder of Nutrition, the outstanding shares of stock of Nutrition shall be cancelled, shall no longer be deemed outstanding and shall have no

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further force or effect; and (ii) each share of stock in CBP outstanding immediately prior to the Effective Time shall remain unchanged and continue to remain outstanding as a share of stock in CBP, the surviving corporation.

SIXTH: The Surviving Corporation shall cause an appropriate Certificate of Merger to be executed, acknowledged and filed with the State of Delaware and an appropriate Articles of Merger to be executed, acknowledged and filed with the Commonwealth of Virginia.

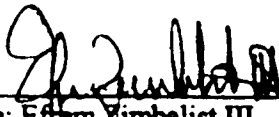
SEVENTH: The Merger shall become effective at 8:00 p.m. Eastern Standard Time on October 31, 2005, for accounting purposes only (the "Effective Time").

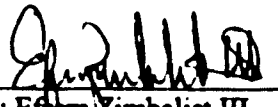
[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement, pursuant to authority duly given by their Manager or Boards of Directors, as applicable, have caused this Agreement to be executed by an authorized officer of each party hereto.

BETTER NUTRITION, INC.

CRUZ BAY PUBLISHING, INC.

By: 
Name: Eftem Zimbalist III
Its: Chief Executive Officer

By: 
Name: Eftem Zimbalist III
Its: President and Chief Executive Officer

DETROIT 27932-1 902322-2

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 27, 2005

The State Corporation Commission finds the accompanying articles submitted on behalf of

Cruz Bay Publishing, Inc.

comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF MERGER

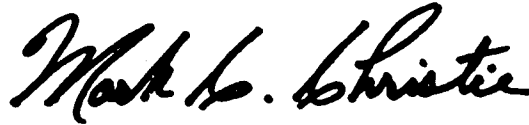
be issued and admitted to record with the articles of merger in the Office of the Clerk of the Commission, effective October 31, 2005, at 08:00 PM. Each of the following:

Better Nutrition, Inc.

is merged into Cruz Bay Publishing, Inc., which continues to exist under the laws of DELAWARE with the name Cruz Bay Publishing, Inc., and the separate existence of each non-surviving entity ceases.

STATE CORPORATION COMMISSION

By



Commissioner