

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/08/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Mystic Tan, Inc.		05/08/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	MT Industries, Inc.
Street Address:	8909 S. Freeway Drive
City:	Macedonia
State/Country:	OHIO
Postal Code:	44056
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Serial Number:	75692612	MYSTIC TAN
Serial Number:	75778289	MAGNETAN
Serial Number:	76306358	M
Serial Number:	76439705	TAN ON DEMAND
Serial Number:	76464912	M MYSTIC TAN
Serial Number:	76464917	M
Serial Number:	76468222	M MYSTIC TAN
Serial Number:	76464914	MYSTIC TAN
Serial Number:	76464915	MYSTIC TAN
Serial Number:	76464916	MYSTIC TAN
Serial Number:	76573887	ORIGINAL TANNING MYST
Serial Number:	76573881	CLEARMYST
Serial Number:	76573886	PREMIUM TANNING MYST

OP \$890.00 75692612

900149714

**TRADEMARK
 REEL: 004112 FRAME: 0801**

Serial Number:	76573888	TAN ON DEMAND
Serial Number:	78428412	HYPERTAN
Serial Number:	78592814	GOLD RUSH
Serial Number:	78620614	INNOVATION
Serial Number:	78621658	MAGNETAN
Serial Number:	78621657	MY-MYST
Serial Number:	78621654	MYSTIC SPRAY
Serial Number:	78621660	MYSTICGLO
Serial Number:	78800193	THE AUTHENTIC MYSTIC TAN EXPERIENCE
Serial Number:	78879983	MYSTIC TAN M
Serial Number:	78879664	MYSTICREADY
Serial Number:	78879970	HYPERMOIST
Serial Number:	78879971	MYSTICSUNLESS
Serial Number:	78879975	MYSTICFRESH
Serial Number:	78879973	MYSTICGLO
Serial Number:	78879980	MYSTICAROMA
Serial Number:	78879977	MYSTICSPRAY
Serial Number:	77514694	M MYSTIC
Serial Number:	77495026	M MYSTIC
Serial Number:	77514689	M
Serial Number:	77495028	M
Serial Number:	77631514	M

CORRESPONDENCE DATA

Fax Number: (216)363-4588
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (216) 363-4151
Email: trademark@beneschlaw.com
Correspondent Name: Mark E. Avsec
Address Line 1: 200 Public Square
Address Line 2: Suite 2300
Address Line 4: Cleveland, OHIO 44114

ATTORNEY DOCKET NUMBER:	28499-57
NAME OF SUBMITTER:	Mark E. Avsec
Signature:	/Mark E. Avsec/

Date:

12/11/2009

Total Attachments: 10

source=Cert. of Merger#page1.tif
source=Cert. of Merger#page2.tif
source=Cert. of Merger#page3.tif
source=Cert. of Merger#page4.tif
source=Cert. of Merger#page5.tif
source=Cert. of Merger#page6.tif
source=Cert. of Merger#page7.tif
source=Cert. of Merger#page8.tif
source=Cert. of Merger#page9.tif
source=Cert. of Merger#page10.tif



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/11/2009	200913100306	MERGER/LICENSING FOREIGN CORP/FOR PROFIT (MUL)	125.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

BENESCH FRIEDLANDER COPLAN & ARONOFF LLP
 ATTN: NOEMI VILLARREAL
 88 E. BROAD ST., STE 900
 COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1856166

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
MT INDUSTRIES, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGER/LICENSING FOREIGN CORP/FOR PROFIT

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.

Document No(s):

200913100306



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of
 the Secretary of State at Columbus,
 Ohio this 8th day of May, A.D.
 2009.

Ohio Secretary of State

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/11/2009	200913100306	MERGED OUT OF EXISTENCE (MEX)	.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

BENESCH FRIEDLANDER COPLAN & ARONOFF LLP
ATTN: NOEMI VILLARREAL
88 E. BROAD ST., STE 900
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1089031

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MT MANUFACTURING, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

200913100306

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 8th day of May, A.D.
2009.

A handwritten signature in cursive script, appearing to read "Jennifer Brunner".

Ohio Secretary of State



Prescribed by:

The Ohio Secretary of State
Central Ohio: (614) 466-3910

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the following:	
<input checked="" type="radio"/> Expedite	P.O. Box 1390 Columbus OH 43216
*** Requires an additional fee of \$100 ***	
<input type="radio"/> Non Expedite	P.O. Box 1329 Columbus OH 43216

CERTIFICATE OF MERGER

Filing Fee \$125.00

(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is: Mystic Tan, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

MT Industries, Inc.

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: **(Please check the appropriate box and fill in the appropriate blanks)**

- Domestic (Ohio) For-Profit Corporation, charter number _____
- Domestic (Ohio) Nonprofit Corporation, charter number _____
- Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the state/country of Delaware and **NOT** licensed to transact business in the state of Ohio
- Foreign (Non-Ohio) Nonprofit Corporation under the laws of the state/country of _____ and licensed to transact business in the state of Ohio under license number _____
- Foreign (Non-Ohio) Nonprofit Corporation under the laws of the state/country of _____ and **NOT** licensed to transact business in the state of Ohio
- Domestic (Ohio) For-Profit Limited Liability Company, with registration number _____
- Domestic (Ohio) Nonprofit Limited Liability Company, with registration number _____
- Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the state/country of _____ and **NOT** registered to do business in the state of Ohio
- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the state/country of _____ and **NOT** registered to do business in the State of Ohio
- Domestic (Ohio) Limited Partnership, with registration number _____

- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio
- Domestic (Ohio) Partnership Having Limited Liability, with the registration number _____
- Foreign (Non-Ohio) Partnership Having Limited Liability organized under the laws of the state/country of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Partnership Having Limited Liability organized under the laws of the state/country of _____ and NOT registered to do business in the state of Ohio
- General Partnership NOT registered with the state of Ohio

II. MERGING ENTITY

The name, charter/license/registration number, type of entity, state or country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows: (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities).

Name/Charter, License or Registration Number	State/Country of Organization	Type of Entity
MT Manufacturing, Inc. (1089031)	Ohio	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

<u>Scott Thomason</u>	<u>5325 Naiman Parkway, Suite C</u>	
Name	Street Address / P.O. Box Address	
<u>Solon</u>	<u>Ohio</u>	<u>44139</u>
City	State	Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on _____ filing _____ (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with all of the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and that each person who signed the certificate on behalf of each entity is authorized to do so.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. **Foreign Notice Under Section 1703.031**

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is:

(b) The name(s) of any Trade Name(s) under which the corporation will conduct business:

(c) The location of the main office (non-Ohio) shall be:

Street Address / P.O. Box Address

City County State Zip Code

(d) The principal office location in the state of Ohio shall be:

Street Address / P.O. Box Address

City County Ohio State Zip Code

(If there will not be an office in the state of Ohio, please list none)

(e) The corporation will exercise the following purpose(s) in the state of Ohio:

(Please provide a brief summary of the business to be conducted; a general clause is not sufficient.)

2. **Foreign Qualifying Limited Liability Company under section 1705.54**

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) The name of the For-Profit or Nonprofit limited liability company in its state of organization/registration is:

(b) The name under which the limited liability company desires to transact business in Ohio (if different from its home state name) is:

(c) The limited liability company was organized or registered on _____
under the laws of the state/country of _____

(d) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

Street Address/ P.O. Box Address

City Page 4 of 7 State Zip Code Last Revised: 4/28/2009
3017930

3. Foreign Qualifying Limited Partnership under section 1782.49

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

(a) The name of the limited partnership is:

(b) The limited partnership was formed on _____

Under the laws of the state/country of: _____

(c) The address of the office of the limited partnership in its state/country of organization is:

Street Address / P.O. Box Address

City County State Zip Code

(d) The limited partnership's principal office address is:

Street Address / P.O. Box Address

City County State Zip Code

(e) The names and business or residence addresses of the general partners of the partnership are as follows:

Name Street Address / P.O. Box Address

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

(f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

Street Address / P.O. Box Address

City County State Zip Code

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability Under Section 1775.64

(if the qualifying entity is a foreign partnership having limited liability, the following information must be completed.)

(a) The name of the partnership shall be:

(b) The partnership was formed under the laws of the state/country of :

(c) Please complete the following appropriate section (either item c(1) or c(2)):

(1.) The address of the partnership's principal office in Ohio is:

Street Address / P.O. Box Address

_____, Ohio _____

City Zip Code

(If the partnership does not have a principal office in Ohio, then Item c(2) must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

Street Address / P.O. Box Address

_____, _____, _____

City State Zip Code

(d) The business which the partnership engages in is:

(Proceed to page 7 for signatures of authorized officers, partners and representatives.)

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

MT Manufacturing, Inc.
Exact name of entity

By: Scott Thomason
Scott Thomason
Its: Secretary and Treasurer

Date: May 8, 2009

Mystic Tan, Inc.
Exact name of entity

By: David Block
David Block
Its: Chief Financial Officer

Date: May 8, 2009

Exact name of entity

By: _____

Its: _____

Date: _____

Exact name of entity

By: _____

Its: _____

Date: _____

Exact name of entity

By: _____

Its: _____

Date: _____

Exact name of entity

By: _____

Its: _____

Date: _____

Exact Name of entity

By: _____

Its: _____

Date: _____

Exact Name of entity

By: _____

Its: _____

Date: _____

Exact Name of entity

By: _____

Its: _____

Date: _____

Exact Name of entity

By: _____

Its: _____

Date: _____

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1775.47(A), 1782.433(A)

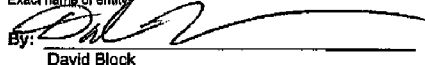
The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

MT Manufacturing, Inc.
Exact name of entity

By: _____
Scott Thomason
Its: Secretary and Treasurer

Date: May 8, 2009

Mystic Tan, Inc.
Exact name of entity

By: 
David Block
Its: Chief Financial Officer

Date: May 8, 2009

Exact name of entity

By: _____

Its: _____

Date: _____

Exact name of entity

By: _____

Its: _____

Date: _____

Exact name of entity

By: _____

Its: _____

Date: _____

Exact name of entity

By: _____

Its: _____

Date: _____

Exact Name of entity

By: _____

Its: _____

Date: _____

Exact Name of entity

By: _____

Its: _____

Date: _____

Exact Name of entity

By: _____

Its: _____

Date: _____

Exact Name of entity

By: _____

Its: _____

Date: _____

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate ORC 1701.81(A), 1702.43 (A), 1705.36(A), 1775.47(A), 1782.433(A)