

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/24/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Chamilia, Inc.		02/24/2010	CORPORATION: MINNESOTA

**RECEIVING PARTY DATA**

Name:	Chamilia, Inc.
Street Address:	530 North 3rd Street
Internal Address:	Suite 400
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55401
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	3653675	CHAMILIA
Registration Number:	3294148	C CHAMILIA
Serial Number:	77679348	YOUR LIFE. YOUR STYLE.

**CORRESPONDENCE DATA**

Fax Number: (207)774-7499  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 207-774-4000  
 Email: cbacall@verrilldana.com  
 Correspondent Name: Charles P. Bacall  
 Address Line 1: One Portland Square  
 Address Line 2: P.O. Box 586  
 Address Line 4: Portland, MAINE 04112-0586

ATTORNEY DOCKET NUMBER:	34634-4641
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OP \$90.00 3653675

NAME OF SUBMITTER:	Charles P. Bacall
Signature:	/Charles P. Bacall/
Date:	06/03/2010
<b>Total Attachments: 14</b> source=Chamilia Inc merger 022410#page1.tif source=Chamilia Inc merger 022410#page2.tif source=Chamilia Inc merger 022410#page3.tif source=Chamilia Inc merger 022410#page4.tif source=Chamilia Inc merger 022410#page5.tif source=Chamilia Inc merger 022410#page6.tif source=Chamilia Inc merger 022410#page7.tif source=Chamilia Inc merger 022410#page8.tif source=Chamilia Inc merger 022410#page9.tif source=Chamilia Inc merger 022410#page10.tif source=Chamilia Inc merger 022410#page11.tif source=Chamilia Inc merger 022410#page12.tif source=Chamilia Inc merger 022410#page13.tif source=Chamilia Inc merger 022410#page14.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

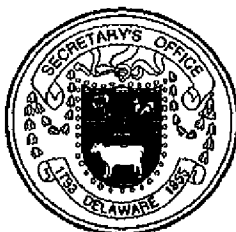
"CHAMILIA, INC.", A MINNESOTA CORPORATION,  
WITH AND INTO "CHAMILIA, INC." UNDER THE NAME OF "CHAMILIA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2010, AT 5:26 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4756396 8100M

100201974

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7833714

DATE: 02-24-10

TRADEMARK  
REEL: 004217 FRAME: 0055

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 05:26 PM 02/24/2010  
 FILED 05:26 PM 02/24/2010  
 SRV 100201974 - 4756396 FILE

**CERTIFICATE OF MERGER**  
 of  
**Chamilia, Inc., a Minnesota corporation,**  
 with and into  
**Chamilia, Inc., a Delaware corporation**

The undersigned corporation, Chamilia, Inc., a corporation duly organized and existing under the laws of the State of Delaware ("Chamilia DE"), hereby certifies as follows:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Chamilia, Inc. ("Chamilia MN")	Minnesota
Chamilia, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger dated as of February 24, 2010, between Chamilia MN and Chamilia DE has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the name of the surviving corporation of the merger is Chamilia, Inc.

FOURTH: That the Certificate of Incorporation of Chamilia DE shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the surviving corporation is a corporation of the State of Delaware.

SIXTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, 530 North 3<sup>rd</sup> Street, Suite 400, Minneapolis, MN 55401, Attn: Chief Executive Officer.

SEVENTH: That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the constituent corporations.

EIGHTH: That the authorized capital stock of Chamilia MN is 10,000,000 shares, consisting of 1,000,000 shares of Class A - Voting Common Stock, \$.01 par value, and 9,000,000 shares of Class B - Nonvoting Common Stock, \$.01 par value.

In witness whereof, this Certificate of Merger has been executed by a duly authorized officer of Chamilia DE as of the 21<sup>st</sup> day of February, 2010.

Chamilia, Inc.

By



Jeffrey Julkowski, Chief Executive Officer

fb.us.4276286.03

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CHAMILIA, INC.", FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2010, AT 5:34 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4756396 8100

100191555

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7830571

DATE: 02-23-10

TRADEMARK  
REEL: 004217 FRAME: 0058

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:34 PM 02/23/2010  
FILED 05:34 PM 02/23/2010  
SRV 100191555 - 4756396 FILE

**FIRST AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CHAMILIA, INC.**

Chamilia, Inc. (hereinafter called the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

A. The present name of the corporation is Chamilia, Inc., which is the name under which the corporation was originally incorporated; and the date of filing the original Certificate of Incorporation of the corporation with the Secretary of State of the State of Delaware was November 20, 2009.

B. The undersigned, as a duly authorized officer of the Corporation, does hereby certify that (A) the sole director of the Corporation duly adopted a resolution pursuant to Sections 141 and 242 of the General Corporation Law of the State of Delaware proposing this First Amended and Restated Certificate of Incorporation (the "First Amended and Restated Certificate") and (B) the sole stockholder of the Corporation duly approved and adopted this First Amended and Restated Certificate by written consent in accordance with Sections 228, 242 and 245 of the General Corporation Law of the State of Delaware.

C. The text of the First Amended and Restated Certificate of Incorporation of the corporation is hereby amended and restated to read in its entirety as follows:

**ARTICLE I**  
**NAME**

The name of the Corporation is Chamilia, Inc.

**ARTICLE II**  
**REGISTERED AGENT**

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, located in New Castle County. The registered agent of the Corporation at that address is The Corporation Trust Company.

**ARTICLE III**  
**PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV**  
**CAPITAL STOCK**

The Corporation is authorized to issue 100,000,000 shares of Common Stock consisting of 10,000,000 shares of Class A - Voting Common Stock and 90,000,000 shares of Class B - Nonvoting Common Stock. All shares of Common Stock shall have equal rights and preference in all matters, except that shares of Class B - Nonvoting Common Stock shall not be entitled to vote for any purpose whatsoever, except as provided in the Delaware General Corporation Law § 242. All Shares of Common Stock shall have a par value of \$.001.

**ARTICLE VI**  
**BYLAWS**

Subject to any additional vote required by this Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Corporation.

**ARTICLE VII**  
**NUMBER OF DIRECTORS**

Subject to any additional vote required by this Certificate of Incorporation, the number of directors of the Corporation shall be determined in the manner set forth in the Bylaws of the Corporation.

**ARTICLE VIII**  
**ELECTION OF DIRECTORS**

Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide.

**ARTICLE IX**  
**MEETINGS AND BOOKKEEPING**

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws of the Corporation may provide. The books of the Corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

**ARTICLE X**  
**LIMITATION ON DIRECTOR LIABILITY**

To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the General Corporation Law or any other law of the State of Delaware is amended after approval by the stockholders of this Article X to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law as so amended.

Any repeal or modification of the foregoing provisions of this Article X by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

**ARTICLE XI**  
**INDEMNIFICATION**

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article XI shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director, officer or other agent occurring prior to, such amendment, repeal or modification.



**ARTICLE XII**  
**AMENDMENT OF CERTIFICATE OF INCORPORATION**

Subject to any additional vote required by this Certificate of Incorporation, the Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand this February 23, 2010.

CHAMILIA, INC.

By: 

Jeffrey Julkowski  
Secretary

Dr.us.4746416.02

3135835-2

State of Minnesota

**SECRETARY OF STATE**

Certificate of Merger

I, Mark Ritchie, Secretary of State of Minnesota, certify that: the documents required to effectuate a merger between the entities listed below and designating the surviving entity have been filed in this office on the date noted on this certificate.

Merger Filed Pursuant to Minnesota Statutes, Chapter: 302A

State of Formation and Names of Merging Entities:

MN: CHAMILIA, INC.

DE: CHAMILIA, INC.

State of Formation and Name of Surviving Entity:

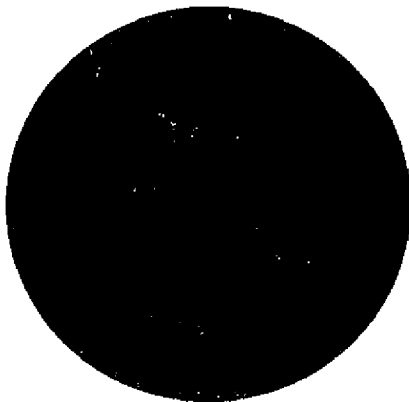
DE: CHAMILIA, INC.

Effective Date of Merger: 02/24/2010

Name of Surviving Entity after Effective Date of Merger:

CHAMILIA, INC.

This certificate has been issued on: 02/24/2010



*Mark Ritchie*  
Secretary of State.

TRADEMARK

REEL: 004217 FRAME: 0062

3135835-2

DC. M

**ARTICLES OF MERGER**  
of  
**Chamilia, Inc., a Minnesota corporation**  
into  
**Chamilia, Inc., a Delaware corporation**

These Articles of Merger, dated as of February 24, 2010, relate to the merger (the "Merger") of Chamilia, Inc., a Minnesota corporation ("Chamilia MN"), with and into Chamilia, Inc., a Delaware corporation ("Chamilia DE").

1. An Agreement and Plan of Merger, dated as of February 24, 2010 (the "Plan of Merger"), in fully executed form, is attached hereto as Exhibit A. As provided in the Plan of Merger, Chamilia DE shall continue as the surviving corporation under the name it possesses immediately before the effective time of the Merger.

2. The Merger is permitted by the laws of the State of Delaware, the jurisdiction under which Chamilia DE is organized, and the Plan of Merger was approved and adopted by Chamilia DE in accordance with the Delaware General Corporation Law.

3. Chamilia MN approved the Plan of Merger in accordance with Chapter 302A of the Minnesota Statutes.

4. Chamilia DE, the surviving corporation in the Merger, hereby agrees that:


(a) it may be served with process in the State of Minnesota in a proceeding for the enforcement of an obligation of a constituent corporation and in a proceeding for the enforcement of the rights of a dissenting shareholder of a constituent corporation against it;

(b) the Minnesota Secretary of State is hereby irrevocably appointed as its agent to accept service of process in any such proceeding, and the address to which process may be forwarded is Chamilia, Inc., 530 North 3<sup>rd</sup> Street, Suite 400, Minneapolis, MN 55401, Attn: Chief Executive Officer; and

(c) it will promptly pay to the dissenting shareholders of Chamilia MN the amount, if any, to which they are entitled under Section 302A.473 of the Minnesota Statutes.

Each party has caused these Articles of Merger to be signed by its duly authorized officer as of the date first written above.

Chamilia, Inc.  
a Minnesota corporation

  
\_\_\_\_\_  
Jeffrey Julkowski, President

Chamilia, Inc.  
a Delaware corporation

  
\_\_\_\_\_  
Jeffrey Julkowski, Chief Executive Officer

fn.us.4276164.02

**AGREEMENT AND PLAN OF MERGER**  
**between**  
**Chamilia, Inc., a Minnesota corporation,**  
**and**  
**Chamilia, Inc., a Delaware corporation**

**AGREEMENT AND PLAN OF MERGER**  
**between**  
**Chamilia, Inc., a Minnesota corporation,**  
**and**  
**Chamilia, Inc., a Delaware corporation**

This Agreement and Plan of Merger (this "Agreement"), dated as of the 24th day of February, 2010, is between Chamilia, Inc., a Minnesota corporation ("Chamilia MN"), and Chamilia, Inc., a Delaware corporation ("Chamilia DE" and, together with Chamilia MN, sometimes referred to as the "Constituent Corporations").

Whereas, Chamilia MN has issued and outstanding 1,000,000 shares of common stock, \$0.01 par value, 100,000 of which are Class A – Voting shares and 900,000 of which are Class B – Nonvoting shares, on the date hereof;

Whereas, Chamilia DE has issued and outstanding 100 shares of common stock, \$0.001 par value, on the date hereof; and

Whereas, the directors and shareholders of each of the Constituent Corporations believe that it is in the best interests of the Constituent Corporations that Chamilia MN be merged with and into Chamilia DE, with Chamilia DE continuing as the surviving corporation (the "Merger"), in accordance with the Minnesota Business Corporation Act (the "MBCA") and the Delaware General Corporation Law (the "DGCL"), and on the terms and conditions of this Agreement.

Now, therefore, the parties agree as follows:

1. **Merger.** Pursuant to the applicable provisions of the DGCL and the MBCA, Chamilia MN shall be merged with and into Chamilia DE, with Chamilia DE being the surviving corporation. "Chamilia, Inc." shall be the name of the surviving corporation.
2. **Effective Time.** The Merger shall be effective upon the later to occur of the filing and acceptance of Articles of Merger with the Minnesota Secretary of State and of a Certificate of Merger with the Delaware Secretary of State.
3. **Corporate Charters and Bylaws.** The certificate of incorporation and bylaws of Chamilia DE immediately before the Effective Time shall be the certificate of incorporation and bylaws of the surviving corporation immediately after the Effective Time.
4. **Board of Directors and Officers.** The directors and officers of Chamilia MN immediately before the Effective Time shall be the directors and officers of Chamilia DE immediately after the Effective Time.

5. Capital Stock and Other Interests. At the Effective Time, the capital stock of the Constituent Corporations shall be treated as follows:

(a) (i) Each share of Class A – Voting common stock of Chamilia MN issued and outstanding immediately before the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into ten shares of Class A – Voting common stock of Chamilia DE. (ii) Each share of Class B – Nonvoting common stock of Chamilia MN issued and outstanding immediately before the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into ten shares of Class B – Nonvoting common stock of Chamilia DE.

(b) Each share of common stock of Chamilia DE issued and outstanding immediately before the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled, and no consideration therefor shall be payable to the holder.

(c) Each option, warrant, or other right to purchase any common stock of Chamilia MN shall be assumed by Chamilia DE and shall be exercisable upon the same terms as before the Merger, except that shares of Chamilia DE Class B – Nonvoting common stock shall be issuable upon the exercise thereof.

6. Certificate and Articles of Merger. In accordance with this Agreement and for the purpose of carrying out the Merger, each Constituent Corporation shall cause its officers to prepare and file a Certificate of Merger or Articles of Merger (as the case may be) with the Secretary of State of its state of incorporation.

7. Termination or Abandonment. This Agreement may be terminated and the Merger may be abandoned at any time before the Effective Time by mutual written consent of the Board of Directors of each of the Constituent Corporations, notwithstanding the prior approval of this Agreement by the shareholders of the Constituent Corporations. If this Agreement is terminated pursuant to this Section 7, this Agreement shall become void, with no liability on the part of any party to this Agreement.

8. Dissenters' Rights. It is a condition precedent to the Constituent Corporations' obligations to consummate the Merger that no shareholders of Chamilia MN shall have asserted, and not withdrawn or failed to perfect, statutory dissenters' rights of appraisal under the MBCA.

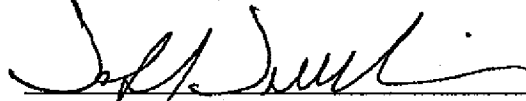
9. Amendment. No amendment to this Agreement will be valid unless it is in writing and approved by the Board of Directors of each Constituent Corporation before the Effective Time.

10. Reorganization. The parties intend that the Merger qualify as a reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended.

[Signature page follows]

In witness whereof, each party has caused this Agreement to be signed by its duly authorized officer, as of the date first written above.

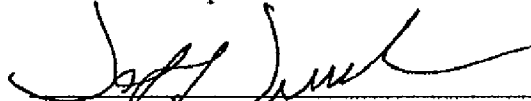
Charnilia, Inc.  
a Minnesota corporation



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Jeffrey Julkowski, President

Charnilia, Inc.  
a Delaware corporation



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Jeffrey Julkowski, Chief Executive Officer

STATE OF MINNESOTA  
DEPARTMENT OF STATE  
FILED

FEB 24 2010 NK

Mark Ritchie  
Secretary of State

[Agreement and Plan of Merger]