

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 12/01/2010 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---------------------|----------|----------------|-------------------------------------|
| PROFOUND BEAUTY LLC | | 12/01/2010 | LIMITED LIABILITY COMPANY: DELAWARE |

RECEIVING PARTY DATA

| | |
|-----------------|------------------------|
| Name: | XANIA LABS, INC. |
| Street Address: | 32-02 Queens Boulevard |
| City: | Long Island City |
| State/Country: | NEW YORK |
| Postal Code: | 11101 |
| Entity Type: | CORPORATION: NEW YORK |

PROPERTY NUMBERS Total: 26

| Property Type | Number | Word Mark |
|----------------------|---------|-------------------|
| Registration Number: | 3119622 | 0595 |
| Registration Number: | 3132140 | 1000 |
| Registration Number: | 3089764 | 1090 |
| Registration Number: | 3108964 | 2080 |
| Registration Number: | 3135183 | 4060 |
| Registration Number: | 3079174 | 6040 |
| Registration Number: | 3147702 | 8020 |
| Registration Number: | 3126010 | 9010 |
| Registration Number: | 2895446 | 5 NINETY FIVE |
| Registration Number: | 2893271 | 5 NINETY-FIVE |
| Registration Number: | 2923836 | ABILITY |
| Registration Number: | 2988197 | ARCTIC ATMOSPHERE |

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| Registration Number: | 2974672 | ARCTIC ATMOSPHERE |
| Registration Number: | 3842959 | ARCTIC STRAIGHT |
| Registration Number: | 3584764 | ATMOSPHERE |
| Registration Number: | 3842958 | DESERT VOLUME |
| Registration Number: | 3473580 | GLOSSARY |
| Registration Number: | 3276046 | HUSH |
| Registration Number: | 2946809 | INVENTOR |
| Registration Number: | 3474080 | |
| Registration Number: | 2851782 | PROFOUND |
| Registration Number: | 3169044 | PROFOUND |
| Serial Number: | 77621161 | PROFOUND BEAUTY |
| Registration Number: | 3276450 | RELATIVE HUMIDITY |
| Serial Number: | 77619554 | SKINSYNC |
| Registration Number: | 3076822 | TROPICAL ATMOSPHERE |

CORRESPONDENCE DATA

Fax Number: (617)607-9084
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (860) 275-0523
Email: mabucci@daypitney.com, acantor@daypitney.com,
nytrademark@daypitney.com, edugan@daypitney.com
Correspondent Name: Michael A. Bucci, Esq., Day Pitney LLP
Address Line 1: 242 Trumbull Street
Address Line 4: Hartford, CONNECTICUT 06103-1212

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|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | 407441-117900 |
| NAME OF SUBMITTER: | Michael A. Bucci |
| Signature: | /michael bucci/ |
| Date: | 12/02/2010 |

Total Attachments: 3
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STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 1, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

101201000906

CSC 45
DRAW DOWN

CERTIFICATE OF MERGER
OF
PROFOUND BEAUTY LLC
WITH AND INTO
XANIA LABS, INC.

Under Section 904-A of the Business Corporation Law

It is hereby certified, upon behalf of each of the constituent entities herein named, as follows:

FIRST: The name and jurisdiction of incorporation or organization of each of the entities that are parties to the merger are as follows:

| <u>Name</u> | <u>Jurisdiction of incorporation/formation</u> |
|---------------------|--|
| Profound Beauty LLC | Delaware |
| Xania Labs, Inc. | New York |

SECOND: The date when the certificate of incorporation of the domestic constituent entity was filed by the Department of State is as follows:

| <u>Name of Entity</u> | <u>Date of Incorporation</u> |
|-----------------------|------------------------------|
| Xania Labs, Inc. | September 28, 2010 |

THIRD: The initial formation documents of Profound Beauty LLC were filed with the Secretary of State of the State of Delaware on December 21, 2006 and the date when its application for authority was filed by the Department of State was January 30, 2007 under the fictitious name PROFOUND BEAUTY LLC (DE)

FOURTH: An Agreement and Plan of Merger (the "Agreement of Merger") by and between Xania Labs, Inc. and Profound Beauty LLC, dated as of December 1, 2010, pursuant to which Profound Beauty LLC shall merge with and into Xania Labs, Inc., has been approved, executed and acknowledged by Xania Labs, Inc. and Profound Beauty LLC.

FIFTH: The name of the surviving corporation is: Xania Labs, Inc. (the "Surviving Company").

SIXTH: The effective date of the merger shall be the 1st day of December, 2010.

SEVENTH: The merger is permitted by the jurisdiction of formation of the foreign constituent entity and is in compliance therewith.

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EIGHTH: The Agreement of Merger is on file at the place of business of the Surviving Corporation and the address thereof is 32-02 Queens Blvd, Long Island City, NY 11101.

NINTH: A copy of the Agreement of Merger will be furnished by the Surviving Company, on request and without cost, to any stockholder or member, as applicable, of the constituent entities that are to merge pursuant to such agreement.

Signed on December 1, 2010

XANIA LABS, INC.

By: /s/ Lawrence Weinstock
Name: Lawrence Weinstock
Title: Vice President - Finance

PROFOUND BEAUTY LLC

By: /s/ Barbara Novick
Name: Barbara Novick
Title: Vice President- Administration,
Secretary & Treasurer /
Authorized Person

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