

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Active Organics, LP		12/14/2009	LIMITED PARTNERSHIP: TEXAS
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Active Organics, Inc.		
<b>Street Address:</b>	1097 Yates Street		
<b>City:</b>	Lewisville		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75057		
<b>Entity Type:</b>	CORPORATION: TEXAS		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2915941	REBUILD THE ARCHITECTURE OF YOUR SKIN	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(214)866-0010		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
<b>Phone:</b>	2148660001		
<b>Email:</b>	mgreen@chalkerflores.com		
<b>Correspondent Name:</b>	Edwin S. Flores		
<b>Address Line 1:</b>	Chalker Flores, LLP		
<b>Address Line 2:</b>	2711 LBJ Freeway, Suite 1036		
<b>Address Line 4:</b>	Dallas, TEXAS 75234		
<b>ATTORNEY DOCKET NUMBER:</b>	ACOR:3024		
<b>NAME OF SUBMITTER:</b>	Edwin S. Flores		
<b>Signature:</b>	/Edwin S. Flores/		

OP \$40.00 2915941

**900178893**

**TRADEMARK  
 REEL: 004434 FRAME: 0645**

Date:

12/15/2010

**Total Attachments: 13**

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Form 643  
(Revised 12/08)

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512-463-5555  
FAX: 512-463-5709

Filing Fee: See instructions



Certificate of Conversion  
of a  
Limited Partnership  
Converting  
to a  
Corporation

This space reserved for office use.

**FILED**  
In the Office of the  
Secretary of State of Texas

DEC 22 2009

**Corporations Section**

**Converting Entity Information**

The name of the converting limited partnership is:  
Active Organics, LP

The jurisdiction of formation of the limited partnership is: Texas

The date of formation of the limited partnership is: December 30, 2004

The file number, if any, issued to the limited partnership by the secretary of state is: 800434282

**Converted Entity Information:**

The limited partnership named above is converting to a corporation. The name of the corporation is:  
Active Organics, Inc.

The corporation will be formed under the laws of: Texas

**Plan of Conversion**

The plan of conversion is attached.

*If the plan of conversion is not attached, the following section must be completed.*

**Alternative Statements**

In lieu of providing the plan of conversion, the converting limited partnership certifies that:

1. A signed plan of conversion is on file at the principal place of business of the limited partnership, the converting entity. The address of the principal place of business of the limited partnership is:

1097 Yates Street Lewisville TX USA 75057  
*Street or Mailing Address* *City* *State Country Zip Code*

2. A signed plan of conversion will be on file after the conversion at the principal place of business of the corporation, the converted entity. The address of the principal place of business of the corporation is:

1097 Yates Street Lewisville TX USA 75057  
*Street or Mailing Address* *City* *State Country Zip Code*

3. A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

Form 643  
**RECEIVED**

DEC 22 2009

Secretary of State

**Certificate of Formation for the Converted Entity**

If the converted entity is a Texas corporation, the certificate of formation of the Texas corporation must be attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

**Approval of the Plan of Conversion**

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

**Effectiveness of Filing (Select either A, B, or C.)**

- A.  This document becomes effective when the document is accepted and filed by the secretary of state.
- B.  This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_
- C.  This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_  
The following event or fact will cause the document to take effect in the manner described below: \_\_\_\_\_

**Tax Certificate**

- Attached hereto is a certificate from the comptroller of public accounts that certifies that the converting entity is in good standing for purposes of conversion.
- In lieu of providing the tax certificate, the corporation as the converted entity is liable for the payment of any franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the converting entity, to execute the filing instrument.

Date: December 14, 2009

Active Organics, LP

  
Signature of authorized person (see instructions)

Michael Bishop, President  
Printed or typed name of authorized person

EXHIBIT A.

CERTIFICATE OF FORMATION OF ACTIVE ORGANICS, INC.

**FILED**  
In the Office of the  
Secretary of State of Texas

DEC 22 2009

**Corporations Section**

**CERTIFICATE OF FORMATION**  
(For-Profit Corporation)

OF

**ACTIVE ORGANICS, INC.**

The undersigned, acting as organizer of a for-profit corporation under the Texas For-Profit Corporation Law, as amended (the "TFPCL"), hereby adopts the following Certificate of Formation for such corporation.

**ARTICLE ONE**

**ENTITY NAME, TYPE AND FORMATION**

**Section 1. Entity Name and Type.** The filing entity being formed is a for-profit corporation. The name of the for-profit corporation is **ACTIVE ORGANICS, INC.** (the "Corporation");

**Section 2. Formation As Result of Conversion.** The Corporation is being incorporated pursuant to the conversion of Active Organics, LP, a Texas limited partnership (the "Partnership"), into the Corporation (the "Conversion") pursuant to Section 10.101 of the Texas Business Organizations Code (the "TBOC"). The Partnership was organized as a limited partnership under the laws of the State of Texas on December 30, 2004. The File Number of the Partnership is 800434282. The address of the Partnership is 1097 Yates Street, Lewisville, Texas 75057. In accordance with the provisions of Section 10.105 of the TBOC, the existence of the Corporation shall begin at the time of filing of this Certificate with the Secretary of the State of Texas and the issuance of a Certificate of Conversion by the Secretary of State of Texas, which is the effective time and date of the Conversion.

**ARTICLE TWO**

**PERIOD OF DURATION**

The period of duration of the Corporation is perpetual or until terminated or merged or consolidated in some lawful manner.

### ARTICLE THREE

#### PURPOSES AND POWERS

Section 1. **Purposes.** The purpose for which the Corporation is formed is for the transaction of all lawful business for which a for-profit corporation may be organized under the TFPCL.

Section 2. **Powers.** Subject to any specific written limitations or restrictions imposed by the TFPCL, by other law, or by this Certificate of Formation, and solely in furtherance thereof, but not in addition to the limited purposes set forth in Section 1 of this Article, the Corporation shall have and exercise all of the powers specified in the TFPCL, which powers are not inconsistent with this Certificate.

### ARTICLE FOUR

#### CAPITALIZATION, PREEMPTIVE RIGHTS AND VOTING

Section 1. **Authorized Shares.** The Corporation shall have the authority to issue two classes of shares of capital stock to be designated respectively "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is TWO MILLION (2,000,000) shares of which ONE MILLION (1,000,000) shall be Common Stock and ONE MILLION (1,000,000) shall be Preferred Stock. Each share of Common Stock shall have a par value of ONE CENT (\$.01), and each share of Preferred Stock shall have a par value of ONE CENT (\$.01).

The Preferred Stock authorized by this Certificate of Formation may be issued from time to time in one or more series, each of which shall have such distinctive designation(s) or title(s) as may be fixed by the Board of Directors prior to the issuance of any shares thereof. The Board of Directors is hereby authorized to fix or alter the dividend rates, conversion rights, rights and terms of redemption, including sinking fund provisions, the redemption price or prices, voting rights and the liquidation preferences of any wholly unissued series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them. The rights, powers,

preferences, limitations and restrictions, if any, accompanying such shares of Preferred Stock shall be set forth by resolution of the Board of Directors providing for the issue thereof prior to the issuance of any shares thereof, in accordance with the applicable provisions of the TFCL. Each share of any series of Preferred Stock shall be identical with all other shares of such series, except as to the date from which dividends, if any, shall accrue.

**Section 2. Preemptive Rights.** No holder of shares of capital stock of the Corporation shall, as such holder, have any preemptive or preferential right to purchase or subscribe for any capital stock of any class which the Corporation may issue or sell, whether or not exchangeable for any capital stock of the Corporation of any class or classes, whether issued out of unissued shares authorized by this Certificate of Formation as originally filed or by any amendment thereof, or out of shares of capital stock of the Corporation acquired by it after the issue thereof; nor shall any holder of shares of capital stock of the Corporation, as such holder, have any right to purchase, acquire or subscribe for any securities which the Corporation may issue or sell, whether or not convertible into or exchangeable for shares of capital stock of the Corporation of any class or classes, and whether or not any such securities have attached or appurtenant thereto warrants, options or other instruments which entitle the holders thereof to purchase, acquire or subscribe for shares of capital stock of any class or classes.

**Section 3. Voting.** In the exercise of voting privileges, each holder of shares of the Common Stock of the Corporation entitled to voting rights shall be entitled to one (1) vote for each share held in his name on the books of the Corporation, and each holder of any series of Preferred Stock of the Corporation shall have such voting rights, if any, as shall be specified for such series. In all elections of Directors of the Corporation, cumulative voting is expressly prohibited. As such, each holder of shares of capital stock of the Corporation entitled to vote at the election of Directors shall have the right to vote, in person or by proxy, all or any portion of such shares for or against each individual Director to be elected and shall not be entitled to vote for or against any one Director more



than the aggregate number of shares held by such holder which are entitled to vote on the election of Directors. With respect to any action to be taken by the Shareholders of the Corporation as to any matter other than the election of Directors, the affirmative vote of the holders of a majority of the outstanding shares of the capital stock of the Corporation entitled to vote thereon and represented in person or by proxy at a meeting of the Shareholders at which a quorum is present shall be sufficient to authorize, affirm, ratify or consent to such action. Any action required by the TFPCL to be taken at any annual or special meeting of Shareholders may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of a majority of the outstanding shares of the capital stock of the Corporation entitled to vote thereon. Prompt notice of the taking of any action by the Shareholders without a meeting by less than unanimous written consent shall be given to those Shareholders who did not consent in writing to the action.

#### ARTICLE FIVE

##### REGISTERED AGENT AND OFFICE

**Section 1. Registered Agent.** The initial registered agent of the Corporation is an individual resident of the State of Texas whose name is MICHAEL BISHOP.

**Section 2. Registered Office.** The business address of the registered agent and the registered office address of the Corporation is 1097 Yates Street, Lewisville, Texas 75057.

#### ARTICLE SIX

##### DIRECTORS

**Section 1. Initial Board of Directors.** The business and affairs of the Corporation shall be managed by or be under the direction of the Board of Directors of the Corporation. Directors need not be residents of the State of Texas or Shareholders of the Corporation. The initial Board of Directors shall consist of one member. The number of Directors of the Corporation may from time to time be changed in accordance with the Bylaws of the Corporation and the TFPCL.

**Section 2. Name and Address of Initial Director.** The name and address of the person who is to serve as the sole initial Director until the first annual meeting of Shareholders or until his successors are elected and qualified, or until his earlier death, resignation, or removal are as follows:

NAME	ADDRESS	CITY, STATE
MICHAEL BISHOP	1097 Yates Street	Lewisville, Texas 75057

**Section 3. Limitations on Liability of Directors.** No Director of the Corporation shall be personally liable to the Corporation or its Shareholders for monetary damages for an act or omission in the Director's capacity as a Director, provided, however, that the foregoing provision shall not eliminate or limit the liability of a Director to the extent a Director is found liable for (a) a breach of the Director's duty of loyalty to the Corporation or its Shareholders, (b) an act or omission not in good faith that constitutes a breach of duty of the Director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law, (c) a transaction from which the Director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Director's office, or (d) an act or omission for which the liability of the Director is expressly provided by an applicable statute.

If the TFPCL or other applicable provision of Texas law hereafter is amended to authorize further elimination or limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation on the personal liability provided herein, shall be limited to the fullest extent permitted by the TFPGL or other applicable provision of Texas law as amended. Any repeal or modification of this Section 3 by the Shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification.

## ARTICLE SEVEN

### TRANSACTIONS WITH INTERESTED DIRECTORS AND OFFICERS

No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of the Directors or Officers of the Corporation are directors, managers, officers or partners, or have a financial interest, shall be void or voidable solely by reason of such relationship, or solely because the Director or Officer is present at or participates in the meeting of the Board of Directors of the Corporation or committee thereof that authorizes the contract or transaction, or solely because his or their votes are counted for such purposes, if any one of the following conditions are met:

1. The material facts concerning the relationship or interest of the Director or Officer and the material facts concerning the contract or transaction are disclosed or are known to the Board of Directors of the Corporation or the committee thereof that considers the contract or transaction, and the Board of Directors of the Corporation or committee thereof in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

2. The material facts concerning the relationship or interest of the Director or Officer and the material facts concerning the contract or transaction are disclosed or are known to the Shareholders of the Corporation entitled to vote thereon, and the contract or transaction is specifically approved in good faith by the Shareholders of the Corporation at any annual or special meeting of Shareholders called for that purpose; or

3. The contract or transaction is fair to the Corporation at the time it is authorized, approved or ratified by the Board of Directors of the Corporation, a committee thereof, or the Shareholders of the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors of the Corporation or of a committee thereof that authorizes such contract or transaction.

## ARTICLE EIGHT INDEMNIFICATION

Section 1: Indemnification of Directors and Officers. Each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding (the "Proceeding"), by reason of the fact that he is or was a Director or Officer of the Corporation, or who, while a Director or Officer of the Corporation, is or was serving at the request of the Corporation as a director, manager, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation, limited liability company, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the TFPCL against all judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorneys' fees) actually incurred by such person in connection with such Proceeding. Such right shall be a contract right and as such shall run to the benefit of any Director or Officer, who is elected and accepts the position of Director or Officer of the Corporation or who elects to continue to serve as a Director or Officer of the Corporation, while this Article Eight is in effect. Such right shall include the right to require advancement by the Corporation of reasonable expenses (including attorneys' fees) incurred in defending any such Proceeding, in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of such Proceeding shall be made by the Corporation only upon delivery to the Corporation of a written affirmation by such person of his good faith belief that he has met the standard of conduct

necessary for indemnification under the TFPCL, and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it should be ultimately determined that such person has not satisfied such requirements. Any repeal or amendment of this Section 1 by the Shareholders of the Corporation shall be prospective only and shall not limit the rights of such Director or Officer or the obligations of the Corporation with respect to any claim for indemnification pursuant to the provisions of this Article Eight arising from or related to the acts or inactions of such Director or Officer prior to any such repeal or amendment.

**Section 2. Nature of Indemnification.** The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights permitted by law to which a person seeking indemnification may be entitled under any Bylaw, agreement, vote of Shareholders or disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a Director or Officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 3. Insurance.** The Corporation shall have power to purchase and maintain insurance or another arrangement on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, manager, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation, limited liability company, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or the TFPCL.

**ARTICLE NINE**  
**AMENDMENT OF BYLAWS**

The Board of Directors shall have the power to adopt, alter, amend or repeal the Bylaws of the Corporation. Notwithstanding the preceding, the Shareholders of the Corporation shall also have the power to adopt, alter, amend or repeal the Bylaws of the Corporation.

**ARTICLE TEN**  
**POWER TO CALL SPECIAL SHAREHOLDERS' MEETINGS**

Special meetings of the Shareholders of the Corporation may be called by the President of the Corporation, the Board of Directors or holders of not less than ten percent (10%) of all the shares entitled to vote at the proposed special meeting of the Shareholders.

**ARTICLE ELEVEN**  
**AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Formation or in its Bylaws in the manner now or hereafter prescribed by the TFPCL or this Certificate of Formation, and all rights conferred on Shareholders herein are granted subject to this reservation.

**ARTICLE TWELVE**  
**CAPTIONS**

The captions used in this Certificate of Formation are for convenience only and shall not be construed in interpreting the provisions hereof.

**ARTICLE THIRTEEN**  
**ORGANIZER**

The name and address of the Organizer are as follows:

NAME	ADDRESS	CITY, STATE
MICHAEL BISHOP	1097 Yates Street	Louisville, Texas 75057

**ARTICLE FOURTEEN  
EFFECTIVENESS OF FILING**

This document becomes effective when the document is filed by the Secretary of State of the State of Texas.

**ARTICLE FIFTEEN  
EXECUTION**

IN WITNESS WHEREOF, the undersigned signs this document, subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument, on this 14th day of December, 2009.

**ORGANIZER:**

  
\_\_\_\_\_  
MICHAEL BISHOP