

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/29/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MT Industries, Inc.		07/29/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 43

Property Type	Number	Word Mark
Serial Number:	85236297	SIDEKICK
Serial Number:	85236300	AVAP
Serial Number:	85151771	LIVESUNLESS
Serial Number:	85099851	EVOLV.
Serial Number:	85099867	EVOLV.
Registration Number:	3802197	VERSASPA
Registration Number:	3768816	M
Registration Number:	3630829	VERSASPA
Registration Number:	3838530	VERSASPA
Registration Number:	3564600	M
Registration Number:	3564601	M MYSTIC
Registration Number:	3554083	M
Registration Number:	3383341	VERSASPA

TRADEMARK

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REEL: 004606 FRAME: 0558

CH \$1090.00 85236297

Registration Number:	3302162	MYSTICREADY
Registration Number:	3317724	HYPERMOIST
Registration Number:	3348375	MYSTICSUNLESS
Registration Number:	3302164	MYSTICGLO
Registration Number:	3213327	MYSTICFRESH
Registration Number:	3403434	MYSTICSPRAY
Registration Number:	3367042	MYSTICAROMA
Registration Number:	3472298	MYSTIC TAN M
Registration Number:	3201276	THE AUTHENTIC MYSTIC TAN EXPERIENCE
Registration Number:	3319973	MYSTIC SPRAY
Registration Number:	3437732	MY-MYST
Registration Number:	3103615	MAGNETAN
Registration Number:	3313669	MYSTICGLO
Registration Number:	3085187	INNOVATION
Registration Number:	3262412	GOLD RUSH
Registration Number:	3151731	HYPERTAN
Registration Number:	2955869	CLEARMYST
Registration Number:	2955870	PREMIUM TANNING MYST
Registration Number:	2955871	ORIGINAL TANNING MYST
Registration Number:	3174512	TAN ON DEMAND
Registration Number:	2860416	MAGIC TAN
Registration Number:	3055866	M MYSTIC TAN
Registration Number:	2788486	M MYSTIC TAN
Registration Number:	2781608	MYSTIC TAN
Registration Number:	2758671	MYSTIC TAN
Registration Number:	2836028	M
Registration Number:	2863411	MYSTIC TAN
Registration Number:	3162996	TAN ON DEMAND
Registration Number:	2582098	M
Registration Number:	2679366	MAGNETAN

CORRESPONDENCE DATA

Fax Number: (216)579-0212

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 216-586-7325

Email: jwiedemann@jonesday.com, pcyngier@jonesday.com

TRADEMARK
REEL: 004606 FRAME: 0559

Correspondent Name: Jessica L. Wiedemann
Address Line 1: 901 Lakeside Avenue
Address Line 2: JONES DAY
Address Line 4: Cleveland, OHIO 44114

ATTORNEY DOCKET NUMBER:	560255-115460
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NAME OF SUBMITTER:	Jessica L. Wiedemann
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Signature:	/Jessica L. Wiedemann/
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Date:	08/17/2011
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Total Attachments: 5 source=Merger certificate#page1.tif source=Merger certificate#page2.tif source=Merger certificate#page3.tif source=Merger certificate#page4.tif source=Merger certificate#page5.tif

Delaware

PAGE 1

The First State

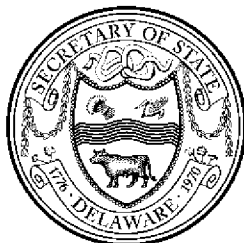
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SUNLESS MERGER SUB, INC.", A DELAWARE CORPORATION,
WITH AND INTO "MT INDUSTRIES, INC." UNDER THE NAME OF
"SUNLESS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE TWENTY-NINTH DAY OF JULY, A.D. 2011, AT 4:58 O'CLOCK
P.M.


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

3045344 8100M

110874356



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8937896

DATE: 07-29-11

TRADEMARK
REEL: 004606 FRAME: 0561

**CERTIFICATE OF MERGER
OF
SUNLESS MERGER SUB, INC.
INTO
MT INDUSTRIES, INC.**

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware, the undersigned corporation submits this Certificate of Merger for filing and certifies as follows:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
MT Industries, Inc.	Delaware
Sunless Merger Sub, Inc.	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is MT Industries, Inc.

FOURTH: The certificate of incorporation of the surviving corporation shall be amended and restated in its entirety as attached hereto as Exhibit A.

FIFTH: The executed Agreement and Plan of Merger is on file at an office of the surviving corporation. The address of this office of the surviving corporation is 8909 Freeway Drive, Suite 100, Macedonia, Ohio 44056.

SIXTH: 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 any constituent corporation.

SEVENTH: The merger herein certified shall become effective upon the filing of this Certificate of Merger.

[Signature on the Following Page]

IN WITNESS WHEREOF, said surviving corporation has caused this Certificate of Merger to be signed by an authorized officer, this 29th day of July, 2011.

MT INDUSTRIES, INC.

By: 

Name: Scott Thomason

Title: President and Secretary

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TRADEMARK
REEL: 004606 FRAME: 0563

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SUNLESS, INC.**

FIRST: The name of the corporation (the “*Corporation*”) is:

Sunless, Inc.

SECOND: The address of the Corporation’s registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation’s registered agent at such address is The Corporation Trust Company.

THIRD: 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.

FOURTH: The total number of shares that the Corporation has authority to issue is 1,000 shares of Common Stock, par value of \$0.01 per share.

FIFTH: Elections of directors need not be by written ballot except and to the extent provided in the bylaws of the Corporation.

SIXTH: To the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation will be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth will not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

SEVENTH: Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or who had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the

Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws as presently or hereafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article Seventh. Any repeal or modification of this Article Seventh shall not adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

EIGHTH: In furtherance and not in limitation of the rights, powers, privileges, and discretionary authority granted or conferred by the General Corporation Law of the State of Delaware or other statutes or laws of the State of Delaware, the Board of Directors is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation, without any action on the part of the stockholders, but the stockholders may make additional bylaws and may alter, amend or repeal any bylaw whether adopted by them or otherwise. The Corporation may in its bylaws confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon the Board of Directors by applicable law.

NINTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.
