

**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>
Utopia Optics International, Inc.		01/18/2007	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	UTOPIA BRANDS, INC.		
<b>Street Address:</b>	2270 Camino Vida Roble, Ste. N		
<b>City:</b>	Carlsbad		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92011		
<b>Entity Type:</b>	CORPORATION: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3155932	GODHEAD	
<b>Registration Number:</b>	2696540	HEAD GAMES	
<b>Registration Number:</b>	3137631	U	
<b>Registration Number:</b>	2502440	UTOPIA	
<b>Registration Number:</b>	2964826	UTOPIA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(760)931-0014		
<b>Phone:</b>	(760) 651-0141		
<b>Email:</b>	info@iciplaw.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	InterContinental IP		
<b>Address Line 1:</b>	2141 Palomar Airport Road, Suite 320		
<b>Address Line 4:</b>	Carlsbad, CALIFORNIA 92011		
<b>ATTORNEY DOCKET NUMBER:</b>	UTOP-OT-6		

**OP \$140.00 3155932**

**900201968**

**TRADEMARK  
 REEL: 004621 FRAME: 0953**

NAME OF SUBMITTER:	Todd Langford
Signature:	/Todd Langford/
Date:	09/13/2011
<b>Total Attachments: 3</b> source=Utop-OT-6-NameChangeCertificate#page1.tif source=Utop-OT-6-NameChangeCertificate#page2.tif source=Utop-OT-6-NameChangeCertificate#page3.tif	

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**FILED**

In the Office of the Secretary of State  
of the State of California

JAN 30 2007

CPH

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
AFTER SHARES HAVE BEEN ISSUED

The undersigned certify that:

1. They are the President and Secretary of the corporation (set forth titles of persons signing the certificate).
2. The name of the corporation is: Utopia Optics International, Inc.
3. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation (hereinafter referred to as the "corporation" is: UTOPIA BRANDS, INC.

4. The foregoing amendment has been duly approved by the board of directors.

5. *The* amendment was one for which the approval of outstanding shares was required, state that the amendment was approved by the required vote of shareholders in accordance with California Corporations Code Section 902, 903 or 904, whichever is appropriate, and set forth the following information:

The amendment was approved by the required vote of shareholders in accordance with California Corporations Code Section 902.

- a) The total number of outstanding shares of each class entitled to vote with respect to the amendment; b) a statement that the number of shares of each class voting in favor of the amendment equaled or exceeded the vote required, and c) the percentage vote required of each class entitled to vote.
- a) 11,097,500 total outstanding shares of voting common stock
- b) the number of shares of each class voting in favor of the amendment equaled or exceeded the vote required
- c) greater than 50%

We further declare under penalty of perjury under the laws of the State of

TRADEMARK

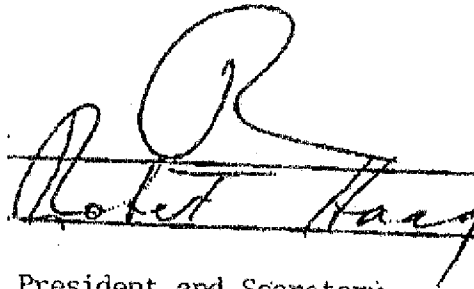
REEL: 004621 FRAME: 0955

California that the matters set forth in this certificate are true and correct of our own knowledge.

Date:

1-18-07

CA006 - 10/31/2001 CT System Online

A handwritten signature in black ink, appearing to read "Robert Haug", written over a horizontal line. The signature is stylized with a large, looped initial "R".

President and Secretary

TRADEMARK

REEL: 004621 FRAME: 0956

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I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office. *km*

AUG 29 2011

Date: \_\_\_\_\_

*Debra Bowen*

DEBRA BOWEN, Secretary of State

TRADEMARK