

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<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>
Spa Acquisition Corp.		12/07/2004	CORPORATION: CALIFORNIA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	L.A. Spas, Inc.		
<b>Street Address:</b>	1311 N. Blue Gum St.		
<b>City:</b>	Anaheim		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92806		
<b>Entity Type:</b>	CORPORATION: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3025200	AQUA KLEAN FILTRATION SYSTEM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(310)824-9696		
<b>Phone:</b>	310-824-5555		
<b>Email:</b>	docketla@fulpat.com, crose@fulpat.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>	Fulwider Patton LLP		
<b>Address Line 1:</b>	6060 Center Drive, 10th Floor		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90045		
<b>ATTORNEY DOCKET NUMBER:</b>	LASPA-63836		
<b>NAME OF SUBMITTER:</b>	Gary M. Anderson		
<b>Signature:</b>	/Gary M. Anderson/		
<b>Date:</b>	12/08/2011		

**CH \$40.00 3025200**

**Total Attachments: 6**

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**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

SEP 16 2004



*Kevin Shelley*  
Secretary of State

**ARTICLES OF INCORPORATION  
OF  
SPA ACQUISITION CORP.**

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

**ARTICLE 1  
NAME**

The name of the corporation is Spa Acquisition Corp.

SEP 1 0 2004

**KEVIN SHELLEY**  
Secretary of State

**ARTICLE 2  
PURPOSE**

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

**ARTICLE 3  
AGENT FOR SERVICE**

The name of the corporation's initial agent for service of process in the State of California is Corporation Service Company which will do business in California as CSC-Lawyers Incorporating Service.

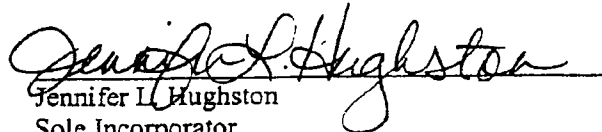
**ARTICLE 4  
AUTHORIZED SHARES**

The corporation is authorized to issue two classes of stock, designated "Common Stock" and "Preferred Stock." The number of shares of Common Stock the corporation is authorized to issue is Five Million (5,000,000) and the number of shares of Preferred Stock the corporation is authorized to issue is Twenty Million (20,000,000). The Common and Preferred Stock shall have a par value of \$0.001 per share.

The Preferred Stock may be issued from time to time in one or more series. The board of directors is authorized to designate and to fix the number of shares of any such series of Preferred Stock and to determine and alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock. The board of directors, within the limits stated in any resolution of the board of directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares of such series then outstanding) the number of share of any series subsequent to the issue of share of that series.

The corporation shall from time to time in accordance with the laws of the State of California increase the authorized amount of its Common Stock if at any time the number of shares of Common Stock remaining unissued and available for issuance shall not be sufficient to permit conversion of the Preferred Stock.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 10<sup>th</sup> day of September, 2004, at 1999 Avenue of the Stars, Suite 1700, Los Angeles, California.

  
Jennifer L. Hughston  
Sole Incorporator





**SECRETARY OF STATE**

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of   1   page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

DEC 11 2004



*Kevin Shelley*  
Secretary of State

**ENDORSED - FILED**  
 in the office of the Secretary of State  
 of the State of California

DEC - 7 2004

**KEVIN SHELLEY**  
 Secretary of State

**CERTIFICATE OF AMENDMENT  
 OF THE  
 ARTICLES OF INCORPORATION  
 OF  
 SPA ACQUISITION CORP.  
 a California corporation**

The undersigned, Michael Bernath and Daniel Gardenswartz, hereby certify that:

1. They are the President and Secretary, respectively, of Spa Acquisition Corp., a California corporation (the "Corporation").

2. Article ONE of the Articles of Incorporation of the Corporation is hereby amended to read as follows:


"Article ONE: The name of the corporation is L.A. Spas, Inc."

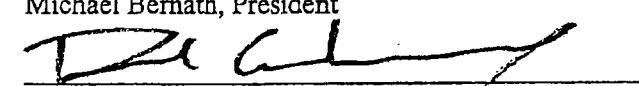
3. The foregoing amendment of the Articles of Incorporation of the corporation has been duly approved by the corporation's Board of Directors.

4. The foregoing amendment of the Articles of Incorporation of the corporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of Common Stock of the corporation is 900,000. The total number of outstanding shares of Series A Preferred Stock of the corporation is 8,100,000. There are no other classes of the corporation's stock authorized or outstanding. The number of shares of Common Stock and Series A Preferred Stock voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required for each class was more than fifty percent (50%).

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 7, 2004

  
 Michael Bernath, President

  
 Daniel Gardenswartz, Secretary



# California Business Portal

Secretary of State BRUCE McPHERSON

**DISCLAIMER:** The information displayed here is current as of APR 28, 2006 and is updated weekly. It is not a complete or certified record of the Corporation.

Corporation		
L.A. SPAS, INC.		
<b>Number:</b> C2674479	<b>Date Filed:</b> 9/10/2004	<b>Status:</b> active
<b>Jurisdiction:</b> California		
Address		
1311 N BLUE GUM		
ANAHEIM, CA 92806		
Agent for Service of Process		
CORPORATION SERVICE COMPANY WHICH WILL DO BUSINESS IN CALIFORNIA AS CSC - LAWYERS INCORPORATING SERVICE		
PO BOX 526036		
SACRAMENTO, CA 95852-6036		

Blank fields indicate the information is not contained in the computer file.

If the status of the corporation is "Surrender", the agent for service of process is automatically revoked. Please refer to California Corporations Code Section 2114 for information relating to service upon corporations that have surrendered.