

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MDC Acquisition Co.		05/12/2010	CORPORATION:
RECEIVING PARTY DATA			
Name:	MDC Acquisition Co., LLC		
Street Address:	1810 Summit Commerce Park		
City:	Twinsburg		
State/Country:	OHIO		
Postal Code:	44087		
Entity Type:	LIMITED LIABILITY COMPANY: OHIO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1957523	THE SUPER SOURCE FOR FITNESS	
CORRESPONDENCE DATA			
Fax Number:	2165796073		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	216.579.1700		
Email:	cgaffney@pearne.com		
Correspondent Name:	Michael W. Garvey		
Address Line 1:	1801 East 9th Street		
Address Line 2:	Suite 1200		
Address Line 4:	Cleveland, OHIO 44114-3108		
ATTORNEY DOCKET NUMBER:	MDC 44106		
NAME OF SUBMITTER:	Michael W. Garvey		
Signature:	/michaelwgarvey/		

CH \$40.00 1957523

Date:

06/06/2012

Total Attachments: 9

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DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
05/14/2010	201013301118	CONVERSION WITHIN SOS RECORDS (CVS)	125.00	100.00		.00	.00

Receipt

This is not a bill. Please do not remit payment.

WALTER & HAVERFIELD LLP
 ATTN: REGINALD JORDAN
 1301 EAST NINTH STREET, SUITE 3500
 CLEVELAND, OH 44114

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

980052

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MDC ACQUISITION CO., LLC

and, that said business records show the filing and recording of:

Document(s)

CONVERSION WITHIN SOS RECORDS
 (CHANGE BUSINESS TYPE DOM. PROFIT LIM. LIAB. CO.)

Document No(s):

201013301118



United States of America
 State of Ohio
 Office of the Secretary of State

Witness my hand and the seal of
 the Secretary of State at Columbus,
 Ohio this 12th day of May, A.D.
 2010.

Ohio Secretary of State



Form 700 Prescribed by the: Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us
Busserv@sos.state.oh.us

Expedite this form: (select one)
Mail form to one of the following:

- Expedite PO Box 1390
Columbus, OH 43216
*** Requires an additional fee of \$100 ***
- Non-Expedite PO Box 1329
Columbus, OH 43216

**CERTIFICATE OF CONVERSION FOR ENTITIES CONVERTING
WITHIN OR OFF THE RECORDS OF THE OHIO SECRETARY OF STATE**
Filing Fee: \$125

(CHECK ONLY ONE (1) BOX)

<input checked="" type="checkbox"/> (1) Converting Within The Records of the Ohio Secretary of State	<input type="checkbox"/> (2) Converting Off The Records of the Ohio Secretary of State (187-VXX)
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Name of the converting entity: MDC Acquisition Co.

Jurisdiction of Formation: Ohio

Charter/Registration Number: 980052

The converting entity is a:
(Check Only (1) One Box)

<input checked="" type="checkbox"/> Domestic Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> Foreign Corporation	<input type="checkbox"/> Domestic Limited Partnership
<input type="checkbox"/> Domestic Nonprofit Limited Liability Company	<input type="checkbox"/> Foreign Limited Partnership
<input type="checkbox"/> Foreign Nonprofit Limited Liability Company	<input type="checkbox"/> Domestic Limited Liability Partnership
<input type="checkbox"/> Domestic For-Profit Limited Liability Company	<input type="checkbox"/> Foreign Limited Liability Partnership
<input type="checkbox"/> Foreign For-Profit Limited Liability Company	<input type="checkbox"/> Business Trust

The converting entity hereby states that it has complied with all laws in the Jurisdiction under which it exists and that those laws permit the conversion.

Name of the converted entity: MDC Acquisition Co., LLC

Jurisdiction of Formation: Ohio

The converted entity is a:
(Check Only (1) One Box)

<input type="checkbox"/> Domestic Corporation	<input type="checkbox"/> Partnership
<input type="checkbox"/> Foreign Corporation	<input type="checkbox"/> Domestic Limited Partnership
<input type="checkbox"/> Domestic Nonprofit Limited Liability Company	<input type="checkbox"/> Foreign Limited Partnership
<input type="checkbox"/> Foreign Nonprofit Limited Liability Company	<input type="checkbox"/> Domestic Limited Liability Partnership
<input checked="" type="checkbox"/> Domestic For-Profit Limited Liability Company	<input type="checkbox"/> Foreign Limited Liability Partnership
<input type="checkbox"/> Foreign For-Profit Limited Liability Company	<input type="checkbox"/> Business Trust

CLEVELAND REGIONAL OFFICE
2010 MAY 12 PM 3:31
RECEIVED

Effective Date _____ (The conversion is effective upon the filing of this certificate or on a later date specified in the certificate that it is not more than ninety days after filing)
 (Optional)

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

1932 Service Corp.
 Name _____

1301 East Ninth Street, Suite 3500
 Mailing Address _____

Cleveland OH 44114
 City State Zip Code

Required information that must accompany conversion certificate if box 2 is checked

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

 Name of Statutory Agent

 Mailing Address

 City State Zip Code

If the agent is an individual using a P.O. Box, check this box to confirm that the agent is an Ohio resident.

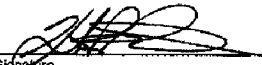
If the converting entity is a domestic or foreign corporation licensed to transact business in Ohio and converting off the records, the certificate of conversion must be accompanied by the affidavits herein attached. (See Instructions)

See instructions for additional filing requirements if

(1) the conversion creates a new domestic entity,
 (2) the converted entity is a foreign entity that desires to transact business in Ohio, or
 (3) if a foreign or domestic corporation licensed to transact business in this state is the converting entity.

IN WITNESS WHEREOF, the conversion is authorized on behalf of the converting entity and that each person signing the certificate of conversion is authorized to do so.

Required
Must be authenticated (signed)
by an authorized representative.



Signature

5/12/10

Date

Kurt Packer

Print Name

Chief Financial Officer

Title

Signature

Date

Print Name

Title

Signature

Date

Print Name

Title

AFFIDAVIT RELEASES FROM VARIOUS GOVERNMENTAL AUTHORITIES
MDC Acquisition Co.

Exact Name of Corporation

If a foreign or domestic corporation licensed to transact business in Ohio is the converting entity, the certificate of conversion must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.811(B)(4) of the Revised Code.

AGENCY	DATE NOTIFIED	AGENCY	DATE NOTIFIED
Ohio Department of Taxation Dissolution Section 4485 Northland Ridge Blvd. Columbus, Ohio 43228	5/12/10	Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319 Overnight: 4020 East 5th Avenue Columbus, OH 43219-1811	5/12/10 Regular: P.O. Box 182413 Columbus, OH 43218-2413
Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, OH 43215	5/12/10	TREASURER The treasurer of any county in which the corporation has personal property: Summit	5/12/10

Note: This affidavit must be signed by one or more persons executing the certificate of conversion or by an officer of the corporation.

Signature *[Signature]* Title CFO
Kurt Packer

Name _____
Street Address / P.O. Box Address 1810 Summit Commerce Park

City Tuscarawas State OH Zip Code 44087

Acknowledged before me and subscribed in my presence on Date 5/12/10

Seal _____
[Signature]
Notary Public

Commission Expires Nov. 18, 2014
DIANA B. RINK
Notary Public, State of Ohio
Recorded in Cuyahoga County
My Commission Exp.: Nov. 18, 2014

AFFIDAVIT OF PERSONAL PROPERTY

STATE OF Ohio

County Summit ss:

Kurt Packer

Name of Officer

CFO

Title of Officer

of

MDC Acquisition Co.

Name of Corporation

and that this affidavit is made in compliance with Section 1701.811(B)(4) of the Ohio Revised Code.

That above-named corporation: (Check one (1) of the following)

- Has no personal property in any county in Ohio
- Is the type required to pay personal property taxes to state authorities only
- Has personal property only in the following county (ies)

Summit

and that the net assets of said corporation are sufficient to pay all personal property taxes accrued to date.

Signature: [Handwritten Signature] Title: CFO

Acknowledged before me and subscribed in my presence on Date 5/12/10

Seal [Handwritten Signature]
 Notary Public **DIANA B. RINK**
 Notary Public, State of Ohio
 Recorded in Cuyahoga County
 My Commission Exp.: Nov. 18, 2014

Expiration date of Notary Public's Commission Nov 18, 2014
Date



Form 533A Prescribed by the: Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us
Busserv@sos.state.oh.us

Expedite this form: (select one)
Mail form to one of the following:

- Expedite PO Box 1380
Columbus, OH 43216
***** Requires an additional fee of \$100 *****
- Non Expedite PO Box 870
Columbus, OH 43216

ARTICLES OF ORGANIZATION FOR A DOMESTIC LIMITED LIABILITY COMPANY
Filing Fee: \$125.00

RECEIVED
2010 MAY 12 PM 3:57
OHIO SECRETARY OF STATE
CLEVELAND REGIONAL OFF.

(CHECK ONLY ONE (1) BOX)

<p>(1) <input checked="" type="checkbox"/> Articles of Organization for Domestic For-Profit Limited Liability Company (115-LCA) ORC 1705</p>	<p>(2) <input type="checkbox"/> Articles of Organization for Domestic Nonprofit Limited Liability Company (115-LCA) ORC 1705</p>
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Name of limited liability company

MDC Acquisition Co., LLC

Name must include one of the following words or abbreviations: "limited liability company," "limited," "LLC," "L.L.C.," "ltd.," or "ltd"

Effective Date (Optional) _____ (The legal existence of the limited liability company begins upon the filing of the articles or on a later date specified that is not more than ninety days after filing)
mm/dd/yyyy

This limited liability company shall exist for (Optional) _____ Period of Existence

Purpose (Optional)

Check here if additional provisions are attached

ORIGINAL APPOINTMENT OF AGENT

The undersigned authorized member(s), manager(s) or representative(s) of

MDC Acquisition Co., LLC

Name of Limited Liability Company

hereby appoint the following to be Statutory Agent upon whom any process, notice or demand required or permitted by statute to be served upon the limited liability company may be served. The name and address of the agent is

1932 Service Corp.

Name of Agent

1301 East Ninth Street, Suite 3500

Mailing Address

Cleveland

City

Ohio

State

44114

Zip Code

If the agent is an individual and using a P.O. Box, check this box to certify the agent is an Ohio resident.

ACCEPTANCE OF APPOINTMENT

The undersigned, named herein as the statutory agent for

MDC Acquisition Co., LLC

Name of Limited Liability Company

hereby acknowledges and accepts the appointment of agent for said limited liability company

1932 Service Corp.

R. Todd Hunt
By: R. Todd Hunt, Vice President

Agent's Signature

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document on behalf of the limited liability company identified above.

REQUIRED

Articles and original appointment of agent must be authenticated (signed) by a member, manager or other representative.



Signature

5/12/10
Date

Kurt Packer

Print Name

Signature

Date

Print Name

Signature

Date

Print Name

(See Instructions Below)