

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
Nearly Me Technologies, Inc.		08/30/2010	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	Nearly Me Technologies, LLC
Street Address:	3630 S. IH-35, Suite A
City:	Waco
State/Country:	TEXAS
Postal Code:	76706
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Serial Number:	85339185	SOLAR SKIN
Registration Number:	3217786	SUPER SOFT
Registration Number:	3204069	TRANSFORM
Registration Number:	3201704	NEARLY ME CASUAL
Registration Number:	3259556	NEARLY ME PERSONAL TOUCH
Registration Number:	3121838	NEARLY ME LITES
Registration Number:	3075898	NEARLY ME TRADITIONAL
Registration Number:	3075897	NEARLY ME BASIC
Registration Number:	3017885	SO-SOFT
Registration Number:	2866869	JUST ENOUGH
Registration Number:	2866868	BODY GUARD
Registration Number:	2919795	TRANSFORM
Registration Number:	3379186	PERSONAL CHOICE
Registration Number:	3289889	TRANSFORM LITE

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Registration Number:	3289888	TRANSFORM SUPERSOFT
Registration Number:	3241222	TRANSFORM SUPERPERK
Registration Number:	3279066	
Registration Number:	2458222	RETOUCH
Registration Number:	2347498	LITE TOUCH
Registration Number:	1886146	NEARLY ME
Registration Number:	1804304	NATURAL TOUCH
Registration Number:	1837792	FREESTYLE
Registration Number:	1090779	NEARLY ME

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (254) 755-4100

Email: powell@namanhowell.com

Correspondent Name: John A. Powell /Naman Howell Smith & Lee

Address Line 1: P.O. Box 1470

Address Line 4: Waco, TEXAS 76703-1470

ATTORNEY DOCKET NUMBER:

15442-1

NAME OF SUBMITTER:

John A. Powell

Signature:

/John A. Powell/

Date:

06/20/2012

Total Attachments: 5

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Form 632
(Revised 01/06)

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
Corporation Converting
to a
Limited Liability Company

This space reserved for office use.

FILED
In the Office of the
Secretary of State of Texas
AUG 31 2010
Corporations Section

Converting Entity Information

The name of the converting corporation is:
Nearly Me Technologies, Inc.

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: December 20, 2005

The file number, if any, issued to the corporation by the secretary of state, is: 800586764

Plan of Conversion - Alternative Statements

The corporation named above is converting to a limited liability company. The name of the limited liability company is:

Nearly Me Technologies, LLC

The limited liability company will be formed under the laws of: Texas

The plan of conversion is attached.

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

Instead of attaching the plan of conversion, the corporation certifies to the following statements:

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

3630 S. IH-35, Suite A	Waco	TX	USA	76706
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

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

3630 S. IH-35, Suite A	Waco	TX	USA	76706
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

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.

Certificate of Formation for the Converted Entity

The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is 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: September 1, 2010
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

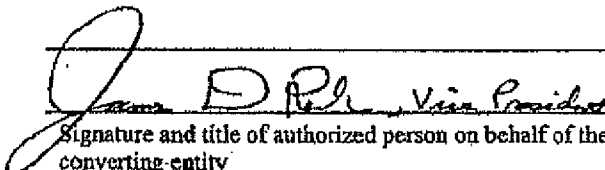
Tax Certificate

- Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.
- In lieu of providing the tax certificate, the limited liability company 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.

Date: August 30, 2010



 Signature and title of authorized person on behalf of the converting entity

<p>Form 205 (Revised 07/10)</p> <p>Submit in duplicate to: Secretary of State P.O. Box 13697 Austin, TX 78711-3697 512 463-5555 FAX: 512 463-5709 Filing Fee: \$300</p>	 Certificate of Formation Limited Liability Company	<p style="text-align: right;">This space reserved for office use.</p> <p style="text-align: center;">FILED In the Office of the Secretary of State of Texas AUG 31 2010</p> <p style="text-align: center;">Corporations Section</p>
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Article 1 – Entity Name and Type

The filing entity being formed is a limited liability company. The name of the entity is:

Nearly Me Technologies, LLC

The name must contain the words "limited liability company," "limited company," or an abbreviation of one of these phrases.

Article 2 – Registered Agent and Registered Office

(See instructions. Select and complete either A or B and complete C.)

A. The initial registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

James	D.	Recks	
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>

C. The business address of the registered agent and the registered office address is:

4547 West Lake Shore Drive	Waco	TX	76710
<i>Street Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>

Article 3—Governing Authority

(Select and complete either A or B and provide the name and address of each governing person.)

A. The limited liability company will have managers. The name and address of each initial manager are set forth below.

B. The limited liability company will not have managers. The company will be governed by its members, and the name and address of each initial member are set forth below.

GOVERNING PERSON 1			
NAME (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
James	D.	Recks	
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
OR			
IF ORGANIZATION			
<i>Organization Name</i>			
ADDRESS			
4547 West Lake Shore Drive	Waco	TX	USA 76710
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country Zip Code</i>

GOVERNING PERSON 2			
NAME (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
Judith		Simon	
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
OR			
IF ORGANIZATION			
<i>Organization Name</i>			
ADDRESS			
510 Cindy Lane	Lorena	TX	USA 76655
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country Zip Code</i>
GOVERNING PERSON 3			
NAME (Enter the name of either an individual or an organization, but not both.)			
IF INDIVIDUAL			
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
OR			
IF ORGANIZATION			
<i>Organization Name</i>			
ADDRESS			
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country Zip Code</i>

Article 4 – Purpose

The purpose for which the company is formed is for the transaction of any and all lawful purposes for which a limited liability company may be organized under the Texas Business Organizations Code.

Supplemental Provisions/Information

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

This certificate of formation is submitted for filing pursuant to the applicable provisions of Texas Business Organizations Code. This certificate is filed pursuant to the Plan of Conversion of NEARLY ME TECHNOLOGIES, INC., a Texas corporation. NEARLY ME TECHNOLOGIES, INC., a Texas corporation, is being converted to a Texas limited liability company, to be known as NEARLY ME TECHNOLOGIES, LLC, a Texas limited liability company.

The name of the converting entity is NEARLY ME TECHNOLOGIES, INC., a Texas corporation. The registered address and principal office of NEARLY ME TECHNOLOGIES, INC., is 3630 S. IH-35, Suite A, Waco, TX 76706. The Certificate of Formation of NEARLY ME TECHNOLOGIES, INC., was originally filed on 12/20/05 with the Secretary of State's Office.

Organizer

The name and address of the organizer:

James D. Recks

Name

4547 West Lake Shore Drive

Street or Mailing Address

Waco

City

TX 76710

State Zip Code

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

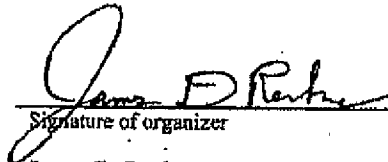
- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: September 1, 2010
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned affirms that the person designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute the filing instrument.

Date: August 30, 2010



Signature of organizer

James D. Recks

Printed or typed name of organizer