

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
FKA DISTRIBUTING CO.		06/30/2012	CORPORATION: MICHIGAN

RECEIVING PARTY DATA

Name:	FKA DISTRIBUTING CO., LLC
Doing Business As:	HOMEDICS, LLC
Street Address:	3000 Pontiac Trail
City:	Commerce Township
State/Country:	MICHIGAN
Postal Code:	48390
Entity Type:	LIMITED LIABILITY COMPANY: MICHIGAN

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	2626089	DOUBLE THE BUBBLES
Registration Number:	3128884	
Registration Number:	2677479	BODY BASICS
Registration Number:	2144684	BODY MASSEUR
Registration Number:	2280052	BUBBLE MATE
Registration Number:	3082016	ELOUNGER
Registration Number:	2065573	FOOT PRO
Registration Number:	2694751	HOMEDICS
Registration Number:	2751807	HOMEDICS
Registration Number:	2781135	HOMEDICS
Registration Number:	3089689	HYDRAGEL
Registration Number:	3149882	MAKES YOU FEEL HUMAN AGAIN
Registration Number:	2595649	THE BEAUTY OF LIVING WELL

CH \$440.00 2626089

Registration Number:	2646745	THE BEAUTY OF LIVING WELL
Registration Number:	2583588	THE BEAUTY OF LIVING WELL
Registration Number:	2145148	BACK MASSEUR
Registration Number:	2567203	HOMEDICS

CORRESPONDENCE DATA

Fax Number: 2483583351
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: (248) 358-4400
Email: marapakis@brookskushman.com
Correspondent Name: Matthew R. Mowers
Address Line 1: 1000 Town Center, 22nd Floor
Address Line 4: Southfield, MICHIGAN 48075-1238

ATTORNEY DOCKET NUMBER:	HOME 1564 A
NAME OF SUBMITTER:	Matthew R. Mowers
Signature:	/matthew r mowers/
Date:	08/03/2012

Total Attachments: 7
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Michigan Department of Licensing and Regulatory Affairs

Filing Endorsement

This is to Certify that the

CERTIFICATE OF CONVERSION & ARTICLES OF ORGANIZATION

for

**FKA DISTRIBUTING CO.
ID Number: 176821**

TO

**FKA DISTRIBUTING CO., LLC
ID Number: D78715**

*received by facsimile transmission on June 28, 2012, is hereby endorsed filed on
June 28, 2012, by the Administrator.*

*The document is effective on the date filed, unless a
subsequent effective date within 90 days after
received date is stated in the document.*

Effective Date: June 30, 2012



*In testimony whereof, I have hereunto set my hand
and affixed the Seal of the Department, in the City of
Lansing, this 29th day of June, 2012.*

*, Director
Bureau of Commercial Services*

RCS/CD-564 (Rev. 05/11)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name Cassandra Y. Farloy, Corporate Paralegal	
Address Seyburn Kahn, 2000 Town Center, Suite 1500	
City Southfield	State Michigan
	ZIP Code 48075
EFFECTIVE DATE:	

Document will be returned to the name and address you enter above. If left blank, document will be returned to the registered office.

CERTIFICATE OF CONVERSION

For use by a Corporation Converting Into a Business Organization

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations) and Act 23, Public Acts of 1993 (limited liability companies), the undersigned corporation executes the following Certificate of Conversion.

1. Before Conversion

Entity Name: FKA DISTRIBUTING CO.		Entity ID: 176821
Indicate (X) Entity Type	<input checked="" type="checkbox"/>	Domestic Profit Corporation
	Street Address, if different than the one provided in Item 3:	
	<input type="checkbox"/>	Foreign Corporation

2. After Conversion

Entity Name: FKA Distributing Co., LLC		D 78715
Indicate (X) Entity Type	<input type="checkbox"/>	Domestic Profit Corporation
	<input type="checkbox"/>	Foreign Corporation
	<input checked="" type="checkbox"/>	Domestic Limited Liability Company
	<input type="checkbox"/>	Foreign Limited Liability Company
If the converting corporation is a domestic corporation that has not commenced business, has not issued any shares, and has not elected a board of directors, proceed to Item 6.		
If the converting corporation has commenced business, proceed to Item 3.		

3. Surviving Business Organization

Governing Statute:
Michigan Limited Liability Company Act (Act 23 P.A. 1993)

Street Address:
3000 Pontiac Trail, Commerce Township, Michigan 48390

Principal Place of Business:
3000 Pontiac Trail, Commerce Township, Michigan 48390

4. Shares

Designation and number of outstanding shares in each class or series: Class A and Class B Common: 1,000 Shares each

Indicate class or series of shares entitled to vote: Class A Common

Indicate class or series entitled to vote as a class: N/A

If the number of shares is subject to change prior to the effective date of the conversion, the manner in which the change may occur is as follows: N/A

5. The terms and conditions of the proposed conversion, including the manner and basis of converting the shares of the converting corporation into the shares of the converted entity.

The Shareholders' Class A and Class B common stock in the converting corporation shall automatically convert into the same class and number of membership interest units in the converted entity such that: (i) all Class A common stock shall become Class A membership units; and (ii) all Class B common stock shall become Class A membership units. All shareholder interests evidenced by stock certificates or other writing, may be exchanged for new units certificates or other writing. Certificates in the converting corporation shall be deemed valid evidence of ownership (including the class and number) of units, or membership interests, in the converted entity.

6. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in the office.)

The conversion is effective on the 30th day of June, 2012, at 11:50pm.

The plan of conversion will be furnished by the surviving business organization, on request and without cost, to any shareholder of the converting corporation.

The conversion is permitted by the law that will govern the internal affairs of the business organization after conversion and the surviving business organization complies with that law in converting.

7. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the conversion are:

Assumed Name	Expiration Date
RFA Brands	December 31, 2018

8. The converting corporation's name and/or assumed name(s) to be used as new assumed name(s) of the surviving business organization:

Assumed Name
Homedics, LLC
RFA Brands, LLC

9. Signatures: Complete only Section (a), (b), or (c)

Complete if the Corporation has not commenced business:

a) The plan of conversion was approved by unanimous consent of the incorporators of the converting domestic corporation and the corporation has not yet commenced business, has not issued shares, and has not elected a board of directors in accordance with Section 745(1)(d) of the act.

Signed this _____ day of _____

(Signature of Incorporator)

(Signature of incorporator)

(Type or Print Name)

(Type or Print Name)

(Signature of Incorporator)

(Signature of incorporator)

(Type or Print Name)

(Type or Print Name)

Complete if the Corporation has commenced business.

b) The plan of conversion was adopted by the Board of Directors and approved by the shareholders of the Domestic Corporation in accordance with Section 743(1)(c) of the Act.

Signed this 27th day of June 2012

By [Signature]
(Signature of Authorized Officer or Agent)

Alon D. Kaufman
(Type or Print Name)

Complete only if the converting corporation is foreign:

c) The plan of conversion was adopted and submitted for approval in the manner required by the law governing the internal affairs of the converting foreign corporation.

Signed this _____ day of _____

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES

Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

Name Cassandra Y. Farley		
Address Seyburn Kahn, 2000 Town Center, Suite 1500		
City Southfield	State Michigan	ZIP Code 48075

EFFECTIVE DATE:

Document will be returned to the name and address you enter above, # left blank, document will be returned to the registered office.

ARTICLES OF ORGANIZATION
For use by Domestic Limited Liability Companies
(Please read Information and Instructions on reverse side)

D78715

Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned executes the following Articles:

ARTICLE I

The name of the limited liability company is: *FKA Distributing Co., LLC*

ARTICLE II

The purpose or purposes for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Company Act of Michigan.

ARTICLE III

The duration of the limited liability company if other than perpetual is: _____

ARTICLE IV

- The name of the resident agent at the registered office is: Roman S. Ferber
- The street address of the location of the registered office is:
3000 Pontiac Trail Commerce Township, Michigan 48390
(Street Address) (City) (Zip Code)
- The mailing address of the registered office if different than above:
_____, Michigan _____
(P.O. Box or Mailing Address) (City) (Zip Code)

ARTICLE V (Insert any desired additional provision authorized by the Act; attach additional pages if needed.)

The limited liability company shall be managed by one or more managers. See attached Rider.

Signed this 27th day of June 2012

By _____
(Signature(s) of Organizer(s))

Alon D. Kaufman

(Type or Print Name(s) of Organizer(s))

document No. 004800

Rider to
Articles of Organization
for
FKA DISTRIBUTING CO., LLC

ARTICLE VI -

No Manager or managing Member of this Company shall be personally liable to the Company or its Members (or other Members) for money damages for any action taken, or any failure to take any action, as a Manager or managing Member; provided, however, that the foregoing shall not eliminate or limit the liability of a Manager or managing Member for any of the following:

- (a) The receipt of a financial benefit received by the Manager or managing Member to which he or she is not entitled;
- (b) An intentional infliction of harm on the Company or the Members;
- (c) Any violation of Section 308 of the Michigan Limited Liability Company Act; or
- (d) An intentional criminal act or knowing violation of the law; or
- (e) Any act or omission occurring before the effective date of this provision.

Any Manager or managing Member of the Company shall be entitled to indemnification to the full extent permitted under the Michigan Limited Liability Company Act.

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06/28/2012 1:04PM (GMT-04:00)

TRADEMARK