

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/17/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Eulie LLC		07/12/2012
			LIMITED LIABILITY COMPANY: RHODE ISLAND
RECEIVING PARTY DATA			
Name:	Underbrella, Inc.		
Street Address:	103 Medway Street #8		
City:	Providence		
State/Country:	RHODE ISLAND		
Postal Code:	02906		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
	Property Type	Number	Word Mark
	Serial Number:	77774025	EULIE
	Registration Number:	4119049	SEXY. PERIOD.
	Serial Number:	85543090	UNDERBRELLA
	Serial Number:	85619821	UNDERLUX
CORRESPONDENCE DATA			
Fax Number:	6176468646		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	617-646-8000		
Email:	drwtrademarks@wolfgreenfield.com		
Correspondent Name:	Douglas R. Wolf		
Address Line 1:	600 Atlantic Avenue		
Address Line 4:	Boston, MASSACHUSETTS 02210		

OP \$115.00 77774025

ATTORNEY DOCKET NUMBER:	U1190.40000US00
NAME OF SUBMITTER:	Douglas R. Wolf
Signature:	/drw/
Date:	10/02/2012
Total Attachments: 2 source=Underbrella Merger#page1.tif source=Underbrella Merger#page2.tif	

Filing Fee: See Instructions

ID Number: 92905



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

2012 JUL 17 AM 11:21
SECRETARY OF STATE
CORPORATIONS DIV.

ARTICLES OF MERGER OR CONSOLIDATION INTO UNDERBRELLA, INC.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include EULIE LLC (limited liability company, Rhode Island) and UNDERBRELLA, INC. (corporation, Delaware).

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is UNDERBRELLA, INC. which is to be governed by the laws of the state of DELAWARE

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

103 Medway St., #8, Providence, RI 02906

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

FILED
JUL 17 2012
BY [Signature] TRADEMARK

b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is \_\_\_\_\_

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) \_\_\_\_\_

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

\_\_\_\_\_

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

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**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

EULIE LLC

Print Entity Name

By: Julie Sygnal  
Name of person signing

Managing Member, CEO + Founder  
Title of person signing

By: \_\_\_\_\_  
Name of person signing

\_\_\_\_\_ Title of person signing

UNDERBRELLA, INC.

Print Entity Name

By: Julie Sygnal  
Name of person signing

CEO + Founder  
Title of person signing

By: \_\_\_\_\_  
Name of person signing

\_\_\_\_\_ Title of person signing