

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Certificate of Conversion

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Immunopath Profile, LLC		03/15/2012	LIMITED LIABILITY COMPANY: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Immunopath Profile, LLC
Street Address:	325 Dunes Blvd, Suite 403
City:	Naples
State/Country:	FLORIDA
Postal Code:	34110
Entity Type:	LIMITED LIABILITY COMPANY: FLORIDA

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2582840	WE PUT CHOCOLATE ON A DIET, SO YOU CAN PUT CHOCOLATE IN YOUR DIET
Serial Number:	76573604	CELLBIOCHEM STEM CELL REPAIR KIT
Serial Number:	78803563	GENOMIC REPAIR KIT
Serial Number:	78803551	STEM CELL REPAIR KIT
Serial Number:	76181427	CHOCOLATE ENJOYMENT
Serial Number:	75905945	ROYAL CHOCOLATE EFFERVESCENCE, THE CHAMPAGNE OF CHOCOLATE ESSENCE
Serial Number:	77674401	F.A.S.T.
Serial Number:	77726288	SYNTHETICELL
Serial Number:	77981621	SYNTHETICELL
Serial Number:	85652871	FOOD ENJOYMENT

CORRESPONDENCE DATA

Fax Number:	2155686499
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CH \$265.00 2582840

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

Phone: 215-568-6400
Email: trademarks@vklaw.com
Correspondent Name: Michael F. Snyder
Address Line 1: 30 S 17TH ST
Address Line 4: Philadelphia, PENNSYLVANIA 19103-4009

ATTORNEY DOCKET NUMBER:	IPI2-1A
NAME OF SUBMITTER:	Michael F. Snyder
Signature:	/Michael F. Snyder/
Date:	01/02/2013

Total Attachments: 9

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State of Florida

Department of State

I certify from the records of this office that IMMUNOPATH PROFILE, LLC is a limited liability company organized under the laws of the State of Florida, filed on April 2, 2012, effective September 27, 1988.

The document number of this limited liability company is L12000045527.

I further certify that said limited liability company has paid all fees due this office through December 31, 2012, and its status is active.

I further certify that said limited liability company has not filed Articles of Dissolution.

*Given under my hand and the Great Seal of
Florida, at Tallahassee, the Capital, this the
Fourteenth day of December, 2012*

Ken DeJoy

Secretary of State



Authentication ID: 800242786598-121412-L12000045527

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

TRADEMARK

REEL: 004933 FRAME: 0577

Certificate of Conversion
For
"Other Business Entity"
into
Florida Limited Liability Company

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into a Florida Limited Liability Company in accordance with s.608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:
Immunopath Profile, Inc.
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION
(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Pennsylvania
(Enter state, or if a non-U.S. entity, the name of the country)

on 9/27/1988
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:
N/A

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:
Immunopath Profile, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 3-15-2012
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Organization, if an effective date is listed therein.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.608.439, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.



Signed this 15 day of March 2012.

Signature of Member or Authorized Representative of Limited Liability Company:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: Leonard S. Gush
Printed Name: LEONARD GUSH Title: Manager

Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: Leonard S. Gush
Printed Name: LEONARD GUSH Title: President, Chairman of CEO

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation: Leonard S. Gush
Signature of Chairman, Vice Chairman, Director, or Officer.
If Directors or Officers have not been selected, an Incorporator must sign.

If Florida General Partnership or Limited Liability Partnership:
Signature of one General Partner. Leonard S. Gush

If Florida Limited Partnership or Limited Liability Limited Partnership:
Signatures of ALL General Partners. Leonard S. Gush

All others:
Signature of an authorized person. Annette Gush

Fees:

Certificate of Conversion:	\$25.00
Fees for Florida Articles of Organization:	\$125.00
Certified Copy:	\$30.00 (Optional)
Certificate of Status:	\$5.00 (Optional)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Immunopath Profile, LLC

(Must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

325 Dunes Blvd, Suite 403

325 Dunes Blvd, Suite 403

Naples, FL 34110

Naples, FL 34110

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

LEONARD GIRSH

Name

325 Dunes Blvd, Suite 403


Florida street address (P.O. Box NOT acceptable)

Naples

FL 34110

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGR *Leonard Girsh*

LEONARD GIRSH

325 Dunes Blvd, Suite 403

Naples, FL 34110

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____

(OPTIONAL)

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Certificate of Conversion, if an effective date listed therein.)

REQUIRED SIGNATURE:

Leonard J. Girsh

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.135, F.S.)

LEONARD GIRSH

Typed or printed name of signor

**WRITTEN CONSENT OF THE DIRECTORS AND SHAREHOLDERS
TO ACTION IN LIEU OF A MEETING OF THE BOARD OF DIRECTORS
AND SHAREHOLDERS**

The undersigned, being all of the directors and shareholders of IMMUNOPATH PROFILE, INC., a Pennsylvania corporation (the "Corporation"), hereby consent to, authorize, adopt and approve the following corporate actions and resolutions by written consent in lieu of a meeting of the Shareholders and Board of Directors of the Corporation as provided for under Title 15, Section 1766 of the Pennsylvania Associations Code:

RESOLVED, that the Directors and Shareholders believe that it is in the best interest of the Corporation to formlessly convert (the "Conversion") the Corporation to a Florida limited liability company (the "FL LLC") and the Directors and Shareholders hereby agree and consent to the Conversion; and it is

FURTHER RESOLVED, that the name of the FL LLC shall be IMMUNOPATH PROFILE, LLC, a Florida limited liability company; and it is

FURTHER RESOLVED, that the FL LLC shall establish two classes of Units: Class A Units and Class B Units. A Member who owns one or more Class A Units shall be entitled to vote with respect to Company matters. Class B Units shall not be entitled to vote except as provided in the FL LLC's operating agreement. Except as expressly provided for in the FL LLC's operating agreement with respect to voting matters, Class A Units and Class B Units shall otherwise have identical rights and characteristics.

FURTHER RESOLVED, that each share of common stock issued to a Shareholder as of the effective date of the Conversion shall be converted to 1/100th of a Class A Unit and 99/100th of a Class B Unit in the FL LLC; and it is

FURTHER RESOLVED, that the Shareholder's approve (i) the Certificate of Conversion attached hereto as Exhibit A to be filed with the State of Florida; and (ii) the Operating Agreement attached hereto as Exhibit B which will (a) be signed by each of the Shareholders in their capacity as a Member of the FL LLC as soon as practicable after the effective date of the Conversion, and (b) govern the activities and internal affairs of the FL LLC after the the effective date of the Conversion; and it is

FURTHER RESOLVED, that the Manager of the FL LLC shall be LEONARD GIRSH, and it is

FURTHER RESOLVED, that the Conversion is intended by the Shareholders to constitute a tax free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code and the FL LLC shall continue to be taxed as an S Corporation as such term is defined under Section 1361 of the Internal Revenue Code; and it is

Leonard Girsh

FURTHER RESOLVED, that this Written Consent shall serve as the Corporation's "Plan of Conversion" as such term is used in Florida Statute Section 607.1112; and it is

FURTHER RESOLVED, that all actions by all of the officers and agents of the Corporation taken or performed prior to the date hereof in connection with the matters referred to in the foregoing resolutions be, and such actions hereby are, approved, ratified and confirmed in all respects.

DATED this 15 day of March, 2012.


LEONARD GIRSH, Director and Shareholder

Form **9932**

Rev. January 2012
Department of the Treasury
Internal Revenue Service

Entity Classification Election

OMB No. 1545-0047

Name of eligible entity making election ImmunoPath Profile, LLC		Employer identification number
Type	Number, street, and room or suite no., if a P.O. box, see instructions.	
or	325 Dunwoood Blvd, Suite 403	
Print	City or town, state, and ZIP code. If a foreign address, enter city, province or state, postal code and country. Follow the country's practice for ordering the postal code.	
	Naples, FL 34110	

- ▶ Check if:
- Address change
 - Late classification relief sought under Revenue Procedure 2009-41
 - Relief for a late change of entity classification election sought under Revenue Procedure 2010-02

Part 1 Election Information

1. Type of election (see instructions):

- a. Initial classification by a newly-formed entity. Skip lines 2a and 2b and go to line 3.
- b. Change in current classification. Go to line 2a.

2a. Has the eligible entity previously filed an entity election that had an effective date within the last 60 months?

- Yes. Go to line 2b.
- No. Skip line 2b and go to line 3.

2b. Was the eligible entity's prior election an initial classification election by a newly formed entity that was effective on the date of formation?

- Yes. Go to line 3.
- No. Stop here. You generally are not currently eligible to make the election (see instructions).

3. Does the eligible entity have more than one owner?

- Yes. You can elect to be classified as a partnership or an association taxable as a corporation. Skip line 4 and go to line 5.
- No. You can elect to be classified as an association taxable as a corporation or to be disregarded as a separate entity. Go to line 4.

4. If the eligible entity has only one owner, provide the following information:

- a. Name of owner: _____
- b. Identifying number of owner: _____

5. If the eligible entity is owned by one or more affiliated corporations that file a consolidated return, provide the name and employer identification number of the parent corporation:

- a. Name of parent corporation: _____
- b. Employer identification number: _____

For Paperwork Reduction Act Notice, see Instructions.

Cat. No. 22958R

Form 9932 (Rev. 1-2012)

Leonard J. Smith

