

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	11/16/2012

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
PAULA'S CHOICE, INC.		11/16/2012	CORPORATION: WASHINGTON

**RECEIVING PARTY DATA**

<b>Name:</b>	THINKING FORWARD CONCEPTS, LLC
<b>Street Address:</b>	1030 SW 34th Street
<b>City:</b>	Renton
<b>State/Country:</b>	WASHINGTON
<b>Postal Code:</b>	98057
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: WASHINGTON

**PROPERTY NUMBERS Total: 17**

Property Type	Number	Word Mark
Serial Number:	77567144	AGE REDUCE
Serial Number:	85257390	BEAUTYPEDIA FROM THE COSMETICS COP
Serial Number:	85257383	BEAUTYPEDIA FROM PAULA BEGOUN
Serial Number:	85257393	BEAUTYPEDIA FROM PAULA'S CHOICE
Serial Number:	85746157	BEAUTYPEDIA
Serial Number:	85024146	CLEAR BY PAULA'S CHOICE
Serial Number:	78560902	COSMETICS COP
Serial Number:	85257354	COSMETICS COP BEAUTYPEDIA
Serial Number:	77495704	EARTH SOURCED
Serial Number:	77513439	EARTH SOURCED
Serial Number:	85257366	PAULA BEGOUN'S BEAUTYPEDIA
Serial Number:	78560888	PAULA'S CHOICE
Serial Number:	77770020	PAULA'S CHOICE

CH \$440.00 77567144

Serial Number:	85257377	PAULA'S CHOICE BEAUTYPEDIA
Serial Number:	85550255	PAULA'S CHOICE CLEAR
Serial Number:	85550249	PAULA'S CHOICE RESIST
Serial Number:	78560895	PAULA'S SELECT

**CORRESPONDENCE DATA**

Fax Number: 2069038820  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: (206) 903-8839  
 Email: ip.docket.se@dorsey.com  
 Correspondent Name: Patchen M. Haggerty  
 Address Line 1: 701 Fifth Ave., Ste. 6100  
 Address Line 2: Dorsey & Whitney LLP  
 Address Line 4: Seattle, WASHINGTON 98104

ATTORNEY DOCKET NUMBER:	485310-00002
NAME OF SUBMITTER:	Patchen M. Haggerty
Signature:	/Patchen M. Haggerty/
Date:	03/08/2013

Total Attachments: 4  
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UNITED STATES OF AMERICA

# The State of Washington



Secretary of State

## CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

THINKING FORWARD CONCEPTS, LLC  
Changing name to PAULA'S CHOICE, LLC

WA Limited Liability Company  
UBI: 603-253-212  
Filing Date: November 16, 2012

Merging Entities:

601-589-050          PAULA'S CHOICE, INC.



Given under my hand and the Seal of the State  
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 004978 FRAME: 0478

FILED  
SECRETARY OF STATE

NOV 16 2012

STATE OF WASHINGTON

ARTICLES OF MERGER  
OF  
PAULA'S CHOICE, INC.,  
a Washington corporation  
INTO  
THINKING FORWARD CONCEPTS, LLC,  
a Washington limited liability company

These Articles of Merger are executed pursuant to RCW 23B.11.090 and RCW 25.15.405 for the purpose of merging Paula's Choice, Inc., a Washington corporation (the "**Merging Company**"), with and into Thinking Forward Concepts, LLC, a Washington limited liability company (the "**Surviving Company**").

1. The name of the surviving entity is Thinking Forward Concepts, LLC, a Washington limited liability company.
2. The Plan of Merger is attached hereto as **Exhibit A** and made a part hereof as though fully set forth herein.
3. The sole member of the Surviving Company approved the Plan of Merger pursuant to RCW 25.15.400. The sole shareholder of the Merging Company approved the Plan of Merger pursuant to RCW 23B.11.030.

Executed this 16th day of November, 2012.

THINKING FORWARD CONCEPTS, LLC,  
a Washington Limited Liability Company

By \_\_\_\_\_  
Paula Begoun, President

**EXHIBIT A**  
**PLAN OF MERGER OF**  
**PAULA'S CHOICE, INC.,**  
**a Washington corporation**  
**INTO**  
**THINKING FORWARD CONCEPTS, LLC,**  
**a Washington limited liability company**

1. The names of the companies planning to merge are Paula's Choice, Inc., a Washington corporation (the "**Merging Company**"), and Thinking Forward Concepts, LLC, a Washington limited liability company (the "**Surviving Company**").

2. The sole director and the sole shareholder of the Merging Company and the sole member of the Surviving Company deem it advisable and in the best interests of each company to merge the Merging Company into the Surviving Company, as authorized by RCW 23B.11.080 and RCW 25.15.395 and pursuant to the terms and conditions of this Plan of Merger (the "**Merger**").

3. As of the date of the filing of the Articles of Merger with the Secretary of State of the state of Washington, (the "**Effective Date**"), by virtue of the Merger, all of the outstanding shares of the Merging Company will, automatically and without any action on the part of the sole shareholder thereof, be converted into 100% of the limited liability company interests of the Surviving Company.

4. As of the Effective Date, the separate existence of the Merging Company will cease, and the Merging Company will be merged in accordance with the provisions of this Plan of Merger into the Surviving Company, which will possess all of the properties and assets and all of the rights, privileges, powers, immunities and franchises of whatever nature and description, and will be subject to all restrictions, disabilities, duties and liabilities of the Merging Company; and all such things will be taken and deemed to be transferred to and vested in the Surviving Company without further act or deed; and the title to any real estate or other property, or any interest therein, vested by deed or otherwise in the Merging Company will be vested in the Surviving Company without reversion or impairment.

5. As of the Effective Date, paragraph 1 of the Certificate of Formation of the Surviving Company shall be amended and restated in its entirety as follows:

1. **The name of the limited liability company is Paula's Choice, LLC (the "Company").**

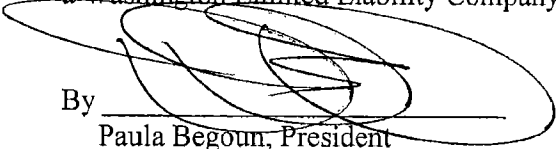
*[Signature page follows]*

**SIGNATURE PAGE – PLAN OF MERGER**

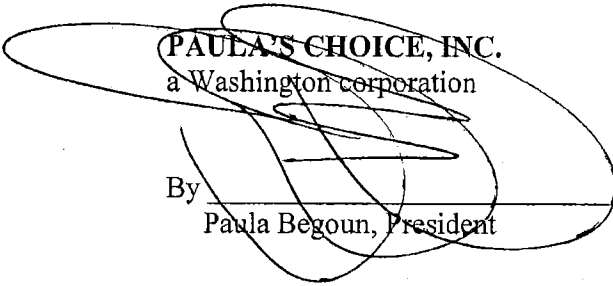
**PAULA'S CHOICE, INC.  
INTO  
THINKING FORWARD CONCEPTS, LLC**

Dated: November 16, 2012.

**THINKING FORWARD CONCEPTS, LLC**  
a Washington Limited Liability Company

By   
Paula Begoun, President

**PAULA'S CHOICE, INC.**  
a Washington corporation

By   
Paula Begoun, President