

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
THINKING FORWARD CONCEPTS, LLC		11/16/2012	LIMITED LIABILITY COMPANY: WASHINGTON

RECEIVING PARTY DATA

Name:	PAULA'S CHOICE, LLC
Street Address:	1030 SW 34th Street, Suite A
City:	Renton
State/Country:	WASHINGTON
Postal Code:	98057
Entity Type:	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
Serial Number:	85257377	PAULA'S CHOICE BEAUTYPEDIA

TRADEMARK

CH \$440.00 77567144

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

CORRESPONDENCE DATA

Fax Number: 2062609134

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: ipdocket-se@dorsey.com

Correspondent Name: Patchen Haggerty, Dorsey & Whitney LLP

Address Line 1: 701 Fifth Ave., Suite 6100

Address Line 4: Seattle, WASHINGTON 98104

ATTORNEY DOCKET NUMBER:	485310-2
NAME OF SUBMITTER:	Patchen M. Haggerty
Signature:	/Patchen M. Haggerty/
Date:	03/13/2013

Total Attachments: 4

- source=Paula's Choice, LLC - Certificate of Merger#page1.tif
- source=Paula's Choice, LLC - Certificate of Merger#page2.tif
- source=Paula's Choice, LLC - Certificate of Merger#page3.tif
- source=Paula's Choice, LLC - Certificate of Merger#page4.tif

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

A handwritten signature in cursive script that reads "Sam Reed".

Sam Reed, Secretary of State

TRADEMARK

REEL: 004981 FRAME: 0224

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").**

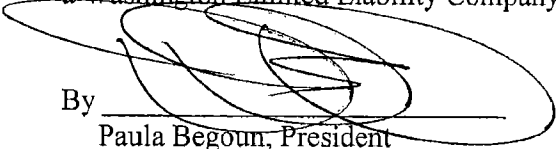
[Signature page follows]

SIGNATURE PAGE – PLAN OF MERGER

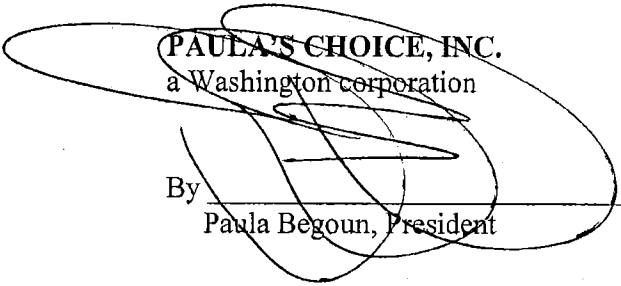
**PAULA'S CHOICE, INC.
INTO
THINKING FORWARD CONCEPTS, LLC**

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