

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Health International Corporation		03/12/2013	CORPORATION: FLORIDA

RECEIVING PARTY DATA

Name:	Positive Lifestyle International, LLC
Street Address:	1511 N. Westshore Blvd.
Internal Address:	Suite 700
City:	Tampa
State/Country:	FLORIDA
Postal Code:	33607
Entity Type:	LIMITED LIABILITY COMPANY: FLORIDA

PROPERTY NUMBERS Total: 51

Property Type	Number	Word Mark
Serial Number:	85059363	AIR TRAC
Serial Number:	85296450	BOOTY CALL
Serial Number:	85299112	CARBCONSCIOUS
Serial Number:	85487152	DESTRESS
Serial Number:	85701852	PROTEIN SENSATIONS
Serial Number:	77942638	X BAND
Registration Number:	1917569	AMERICA'S PERSONAL TRAINER
Registration Number:	2241665	AMERICA'S PERSONAL TRAINER
Registration Number:	2535137	AMERICA'S PERSONAL TRAINER
Registration Number:	2148400	AMERICA'S PERSONAL TRAINER
Registration Number:	2902216	ASK YOUR PERSONAL TRAINER
Registration Number:	2903828	ASK YOUR PERSONAL TRAINER
Registration Number:	2915082	ASK YOUR PERSONAL TRAINER

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Registration Number:	2960624	BODYEXPRESS
Registration Number:	2837089	BODY EXPRESS
Registration Number:	2929402	BODY EXPRESS
Registration Number:	3303354	CARBCONSCIOUS
Registration Number:	3022156	CARBCONSCIOUS
Registration Number:	3759428	CARBCONSCIOUS
Registration Number:	2872937	CARDIO FUNK
Registration Number:	2872939	CARDIO POP
Registration Number:	2872938	CARDIO ROCK
Registration Number:	3244164	DESTRESS
Registration Number:	2615264	DESTRESS
Registration Number:	2926900	EASY SHAPER
Registration Number:	2286317	ETERNAL ENERGY
Registration Number:	2072515	FAT ATTACK
Registration Number:	3298428	FIT BAG
Registration Number:	3236133	GET HYPERACTIVE
Registration Number:	2747519	GUILTLESS ENTREES
Registration Number:	4129017	GUILTLESS ENTREES
Registration Number:	3087936	HYPERACTIVE
Registration Number:	2610418	HYPERACTIVE
Registration Number:	3073920	METATRIM
Registration Number:	2073140	METATRIM
Registration Number:	2640777	METATRIM
Registration Number:	3901764	NEGATIVE PEOPLE SUCK
Registration Number:	1797966	ONE-ON-ONE TRAINER
Registration Number:	2710239	PERSONAL TRAINER DVD
Registration Number:	2793205	PERSONAL TRAINER VIDEO
Registration Number:	2046447	PRIVATE SESSION
Registration Number:	3822187	PROTEIN SENSATIONS
Registration Number:	3697160	REDNECK ENERGY
Registration Number:	3088224	SMOOTHIE SENSATIONS
Registration Number:	3085751	SMOOTHIE SENSATIONS
Registration Number:	3142500	SPRINTMASTER
Registration Number:	1921542	TARGET TRAINING
Registration Number:	1836623	TONY LITTLE'S

	2804552	TONY LITTLE'S GUILTLESS ENTREES
Registration Number:	3671757	YOU CAN DO IT!
Registration Number:	3352142	YOU CAN DO IT!

CORRESPONDENCE DATA

Fax Number: 8133842817
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 813-222-2021
Email: mmason@fowlerwhite.com
Correspondent Name: Monica Mason, Esq./Fowler White Boggs PA
Address Line 1: 501 E. Kennedy Blvd.
Address Line 2: Suite 1700
Address Line 4: Tampa, FLORIDA 33602

ATTORNEY DOCKET NUMBER:	PLI
NAME OF SUBMITTER:	Monica B. Mason, Esq.
Signature:	/monica b. mason/
Date:	04/03/2013

Total Attachments: 10
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TRADEMARK ASSIGNMENT AGREEMENT

By this ASSIGNMENT HEALTH INTERNATIONAL CORPORATION, a corporation duly incorporated in the State of Florida, whose registered office is located at 11880 28th Street North, St. Petersburg, Florida 33716, United States of America ("*Assignor*") hereby sells, assigns, transfers, and sets over, unto POSITIVE LIFESTYLE INTERNATIONAL, LLC, a Florida limited liability company ("*Assignee*"), absolutely with full title guarantee all of Assignor's worldwide rights, title, and interest in and to the trademarks and service marks set forth in Schedule A attached hereto and incorporated herein, including all foreign and domestic trademarks, all foreign and domestic pending applications and all foreign and domestic issued registrations as listed in Schedule A (hereafter, collectively referred to as the "Trademarks") specifically including but not limited to Assignor's worldwide rights in and to the Trademarks, of which Assignor is the owner, along with the goodwill of the business symbolized by the Trademarks, and all business of the Assignor relating thereto, which business is ongoing and existing and has not been abandoned, and all legal rights and immunities, howsoever derived, attaching thereto in each case free from all liens, charges and encumbrances and including, without limitation:

(1) the right to bring and maintain any action worldwide for any and all claims, demands, and causes of action for past infringement of the Trademarks, including the right to recover damages, fees and other remedies worldwide of every kind recoverable at law or in equity or otherwise, for any and every infringement of such Trademarks; and

(2) the right to apply for, prosecute and obtain trademark registrations worldwide, or similar rights of protection, for the Trademarks and the goodwill associated with the Trademarks, including the right to claim priority from any application relating to the Trademarks.

Assignor agrees that Assignee may record this Trademark Assignment Agreement in any trademark office worldwide, where it will be open for public inspection.

This Assignment is subject to and with the benefit of the "Purchase And Contribution Agreement by and among Health International Corporation, Cheeks Footwear International, LLC, Tonylittle.com, Inc., Tony Little, L²Z, LLC And Positive Lifestyle International, LLC Effective As Of August 31, 2012", entered into between Assignor and Assignee, and receipt and sufficiency of good and valuable consideration is hereby acknowledged by Assignor.

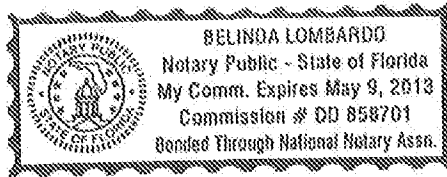
HEALTH INTERNATIONAL CORPORATION ("Assignor")

By: [Signature] Date: March 12, 2013
Name: Tony Little
Title: President

The preceding Assignment was acknowledged before me this 12th day of March, 2013, by Tony Little.

Belinda Lombardo
Notary Public

My Commission Expires: May 9, 2013



POSITIVE LIFESTYLE INTERNATIONAL, LLC ("ASSIGNEE")

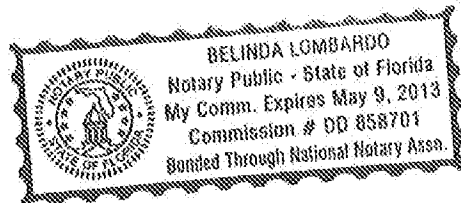
By: [Signature]
Name: Tyler Lasher
Title: President

Date: March 12, 2013.

The preceding Assignment was acknowledged before me this 12 day of March, 2013, by Tyler Lasher.

Belinda Lombardo
Notary Public

My Commission Expires: May 9, 2013



SCHEDULE A

TONY LITTLE

TRADEMARK STATUS CHART

March 1, 2013

U.S. TRADEMARK APPLICATIONS

*denotes International Class

U.S. Mark	Application No.	Class	Status	Attorney of Record
AIR TRAC	85/059,363	IC: 028	Filed: 06/10/2010 06/07/2013 SOU/Last Ext Due	David R. Ellis
BOOTY CALL	85/296,450	IC: 032, 33	Filed: 04/15/2012 4/25/2013 SOU/Ext. Due	David R. Ellis
CARBCONSCIOUS (Class 29)	85/299,112	IC: 029	Filed: 04/19/2011 05/01/2013 SOU Ext Due	FWB
DESTRESS	85/487,152	IC: 020	Filed 12/05/2011 01/10/2013 Statement of Use Due or Ext. of Time	David R. Ellis
PROTEIN SENSATIONS	85/701,852	IC: 030	Filed: 08/13/2012 12/26/2012 Notification of Publication	David R. Ellis
X BAND	77/942,638	IC: 028	Filed 02/23/2010 10/12/2011 - Suspended 10/26/2012 - Case still suspended	David R. Ellis

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TRADEMARK STATUS CHART

March 1, 2013

U.S. TRADEMARK REGISTRATIONS

U.S. Mark	Registration No.	Class	Status	Attorney of Record
AMERICA'S PERSONAL TRAINER	1,917,569	IC: 005	Registered - 09/12/1995	David R. Ellis
AMERICA'S PERSONAL TRAINER	2,241,665	IC: 028	09/12/2015 - Renewal Due Registered - 04/27/1999	David R. Ellis
AMERICA'S PERSONAL TRAINER	2,535,137	IC: 041	04/27/2019 - Renewal Due Registered - 02/05/2002	David R. Ellis
AMERICA'S PERSONAL TRAINER	2,148,400 (Supplemental Register)	IC: 009, 025	02/05/2022 - Renewal Due Registered - 03/31/1998	David R. Ellis
ASK YOUR PERSONAL TRAINER	2,902,216	IC: 041	03/31/2018 - Renewal Due Registered - 11/09/2004	Robert W. Smith McCarter & English LLP
ASK YOUR PERSONAL TRAINER	2,903,828	IC: 009	11/09/2014 - Renewal Due Registered - 11/16/2004	Robert W. Smith McCarter & English LLP
ASK YOUR PERSONAL TRAINER	2,915,082	IC: 016	11/16/2014 - Renewal Due Registered - 12/28/2004	Robert W. Smith McCarter & English LLP
ASK YOUR PERSONAL TRAINER			12/28/2014 - Renewal Due	

*denotes International Class

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TRADEMARK STATUS CHART

March 1, 2013

BODY EXPRESS	2,960,624 (body fat analyzers and scales)	IC: 009	Registered – 06/07/2005	David R. Ellis
BODY EXPRESS	2,837,089 (DVD, CD, Video)	IC: 009	Registered – 04/27/2004	David R. Ellis
BODY EXPRESS	2,929,402	IC: 041	04/27/2014 – Renewal Due Registered – 03/01/2005	David R. Ellis
CARBONCONSCIOUS	3,303,354	IC: 005 (Candy)	03/01/2015 – Renewal Due Registered – 10/02/2007	David R. Ellis
CARBONCONSCIOUS	3,022,156	IC: 005 (Protein Bars)	Registered – 11/29/2005	FWB
CARBONCONSCIOUS	3,759,428	IC: 005 (Shakes)	11/29/2015 – Renewal Due Registered – 03/09/2010	FWB
CARDIO FUNK	2,872,937 (Supplemental Register)	IC: 009	03/09/2016 – Affidavit of Continued Use Due 03/09/2020 – Renewal Due Registered – 08/10/2004	David R. Ellis
			08/10/2014 – Renewal Due	

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TRADEMARK STATUS CHART

March 1, 2013

CARDIO POP	2,872,939 (Supplemental Register)	IC: 009	Registered - 08/10/2004	David R. Ellis
CARDIO ROCK	2,872,938 (Supplemental Register)	IC: 009	08/10/2014 - Renewal Due Registered - 08/10/2004	David R. Ellis
DESTRESS	3,244,164	IC: 010, 025	08/10/2014 - Renewal Due Registered - 05/22/2007	David R. Ellis
DESTRESS	2,615,264	IC: 028	05/22/2017 - Renewal Due Registered - 09/03/2002	David R. Ellis
EASY SHAPER	2,926,900	IC: 028	09/03/2022 - Renewal Due Registered 2/15/2005	Fitness Quest
ETERNAL ENERGY	2,286,317	IC: 005	10/04/2010 Section 8 & 15 Filed Registered - 10/12/1999	David R. Ellis
FAT ATTACK	2,072,515	IC: 005	10/12/2019 - Renewal Due Registered - 06/17/1997	David R. Ellis
FIT BAG	3,298,428	IC: 018	06/17/2017 - Renewal Due Registered - 09/25/2007 09/25/2013 - Affidavit of Continued Use Due 09/25/2017 - Renewal Due	David R. Ellis

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TRADEMARK STATUS CHART

March 1, 2013

GET HYPERACTIVE	3,236,133	IC: 025	Registered – 05/01/2007 05/01/2013 – Affidavit of Continued Use Due 05/01/2017 – Renewal Due	David R. Ellis
GUILTLESS ENTREES	2,747,519	IC: 030	Registered – 08/05/2003 08/05/2023 Renewal Due	David R. Ellis
GUILTLESS ENTREES	4,129,017	IC: 029	Registered 04/17/2012 04/17/2018 Affidavit of Continued Use Due 04/17/2022 – Renewal Due	David R. Ellis
HYPERACTIVE	3,087,936	IC: 032	Registered – 05/02/2006	David R. Ellis
HYPERACTIVE	2,610,418	IC: 030	05/02/2016 – Renewal Due Registered – 08/20/2002	David R. Ellis
METATRIM	3,073,920	IC: 005	08/20/2022 – Renewal Due Registered – 03/28/2006	FWB
METATRIM	2,073,140	IC: 005	03/28/2016 – Renewal Due Registered – 06/24/1997	David R. Ellis
METATRIM	2,640,777	IC: 005	06/24/2017 – Renewal Due Registered – 10/22/2002 10/22/2022 – Renewal Due	David R. Ellis

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TRADEMARK STATUS CHART


March 1, 2013

NEGATIVE PEOPLE SUCK	3,901,764	IC: 025	Registered: 1/04/2011 01/04/2017 Affidavit of Continued Use Due 01/04/2021 - Renewal Due	David R. Ellis
ONE-ON-ONE TRAINER	1,797,966	IC: 028	Registered - 10/12/1993	David R. Ellis
PERSONAL TRAINER DVD	2,710,239 (Supplemental Register)	IC: 009	10/12/2013 - Renewal Due Registered - 04/22/2003	David R. Ellis
PERSONAL TRAINER VIDEO	2,793,205 (Supplemental Register)	IC: 009	04/23/2023 - Renewal Due Registered - 12/09/2003	David R. Ellis
PRIVATE SESSION	2,046,447	IC: 009, 025, 041	12/09/2013 - Renewal Due Registered - 03/18/1997	David R. Ellis
PROTEIN SENSATIONS	3,822,187	IC: 005	03/18/2017 - Renewal Due Registered: 07/20/2010 07/20/2016 Affidavit of Continued Use Due 07/20/2020 - Renewal Due	David R. Ellis
REDNECK ENERGY	3,697,160	IC: 032	Registered - 10/13/2009 10/13/2015 - Affidavit of Continued Use Due 10/13/2019 - Renewal Due	David R. Ellis

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TRADEMARK STATUS CHART

March 1, 2013

SMOOTHIE SENSATIONS	3,088,224	IC: 007	Registered – 05/02/2006	David R. Ellis
SMOOTHIE SENSATIONS	3,085,751	IC: 032	05/02/2016 – Renewal Due Registered – 04/25/2006	Robert W. Smith McCarter & English, LLP
SPRINTMASTER	3,142,500	IC: 028	04/25/2016 – Renewal Due Registered – 09/12/2006	David R. Ellis
TARGET TRAINING	1,921,542	IC: 009	09/12/2016 – Renewal Due Registered – 09/26/1995	David R. Ellis
TONY LITTLE'S & Design 	1,836,623	IC: 009, 028	09/26/2015 – Renewal Due Registered – 05/17/1994 05/17/2014 – Renewal Due	David R. Ellis
TONY LITTLE'S GUILTLESS ENTREES	2,804,552	IC: 030	Registered – 01/13/2004 01/13/2014 – Renewal Due	David R. Ellis
YOU CAN DO IT!	3,671,757	IC: 016, 025, 029, 032, 041	Registered – 08/25/2009 08/25/2015 – Affidavit of Continued Use Due 08/25/2019 – Renewal Due	FWB
YOU CAN DO IT!	3,352,142	IC: 035, 041	Registered – 12/11/2007 12/11/2013 – Affidavit of Continued Use Due 12/11/2017 – Renewal Due	David R. Ellis

TRADEMARK