

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
Cheeks Footwear International, LLC		03/12/2013	LIMITED LIABILITY COMPANY: 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: 13

Property Type	Number	Word Mark
Serial Number:	85004876	AIR TRAC
Serial Number:	85702115	CHEEKS BAREFOOT
Serial Number:	85145617	CHEEKS EASYSHAPERS
Serial Number:	85094687	CHEEKS EASYSHAPERS
Serial Number:	76514718	CROSS SPORT
Registration Number:	2935389	CHEEKS
Registration Number:	3962612	CHEEKS FIT BODY
Registration Number:	3674692	INCLINE FOOTWEAR TECHNOLOGY
Registration Number:	3994972	INCLINE MOTION TECHNOLOGY
Registration Number:	3905969	INCLINE WALKING TECHNOLOGY
Registration Number:	3674706	INCLINE WALKING TECHNOLOGIES
Registration Number:	3723120	MAKE EVERY STEP COUNT
Registration Number:	4050408	WHERE FASHION MEETS SCIENCE

TRADEMARK

CH \$340.00 85004876

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

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

Total Attachments: 6

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TRADEMARK ASSIGNMENT AGREEMENT

By this ASSIGNMENT CHEEKS FOOTWEAR INTERNATIONAL, LLC, a Florida limited liability company, whose registered office is located at 11880 28th Street North, Suite 100, 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.

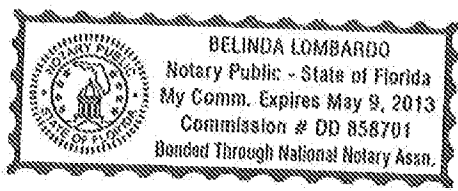
CHEEKS FOOTWEAR INTERNATIONAL, LLC ("Assignor")

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")

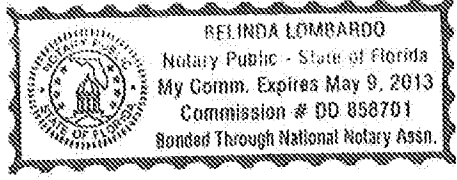
By: [Signature]
Name: Tyler Lasher
Title: President

Date: March 12, 2013.

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

Belinda Lombardo
Notary Public

My Commission Expires: May 9, 2013



SCHEDULE A

TONY LITTLE

TRADEMARK STATUS CHART

November 5, 2012

U.S. TRADEMARK APPLICATIONS

*denotes International Class

U.S. Mark	Application No.	Class	Status	Attorney of Record
AIR TRAC	85/004,876	IC: 025	Filed: 04/02/2010 04/02/2013 - SOU Last Ext Due	David R. Ellis
CHEEKS BAREFOOT	85/702,115	IC: 025	Filed 08/13/2012 01/02/2013 Notification of Publication	David R. Ellis
CHEEKS EASYSHAPERS (Undergarments)	85/145,617	IC: 025	Filed: 10/05/2010 03/16/2013 SOU Ext Due	FWB
CHEEKS EASYSHAPERS (Footwear)	85/094,687	IC: 025	Filed 07/28/2010 03/06/2013 Response to SOU Office Action Due	FWB
CROSS SPORT	76/514,718	IC: 025	Filed 05/16/2003 02/11/2004 - Suspended 06/21/2012 - Case still suspended.	David R. Ellis


TONY LITTLE

TRADEMARK STATUS CHART

November 5, 2012

U.S. TRADEMARK REGISTRATIONS

*denotes International Class

U.S. Mark	Registration No.	Class	Status	Attorney of Record
CHEEKS	2,935,389	IC: 025	Registered - 03/22/2005	David R. Ellis
CHEEKS FIT BODY & Design 	3,962,612	IC: 025	03/22/2015 - Renewal Due Registered 05/17/2011 05/17/2017 - Affidavit of Continued Use Due 05/17/2021 - Renewal Due	FWB
INCLINE FOOTWEAR TECHNOLOGY	3,674,692 (Supplemental Register)	IC: 025	Registered -08/25/2009 08/25/2015 - Affidavit of Continued Use Due 08/25/2019 - Renewal Due	David R. Ellis
INCLINE MOTION TECHNOLOGY	3,994,972	IC: 025	Registered 07/12/2011 07/12/2017 - Affidavit of Continued Use Due 07/12/2021 - Renewal Due	David R. Ellis

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TRADEMARK STATUS CHART

November 5, 2012

INCLINE WALKING TECHNOLOGY	3,905,969		Registered 9/25/2012 09/25/2018 - Affidavit of Continued Use Due 9/25/2022 - Renewal Due	David R. Ellis
INCLINE WALKING TECHNOLOGIES	3,674,706 (Supplemental Register)	IC: 025	Registered - 08/25/2009 08/25/2015 - Affidavit of Continued Use Due 08/25/2019 - Renewal Due	David R. Ellis
MAKE EVERY STEP COUNT	3,723,120	IC: 025	Registered - 12/08/2009 12/08/2015 - Affidavit of Continued Use Due 12/08/2019 - Renewal Due	David R. Ellis
WHERE FASHION MEETS SCIENCE	4,050,408	IC: 025	Registered 11/01/2011 11/01/2017 - Affidavit of Continued Use Due 11/01/2021 - Renewal Due	David R. Ellis