

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM301090

| | | | |
|-----------------------------------|---|---------------------------------|-------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Redomestication (conversion) under Florida law of Delaware limited liability company to Florida limited liability company, without change in entity | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| BLISS WORLD LLC | | 03/08/2013 | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | BLISS WORLD LLC | | |
| Street Address: | 75 Varick Street | | |
| City: | NEW YORK | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 10013 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: FLORIDA | | |
| PROPERTY NUMBERS Total: 64 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4426185 | 'FUZZ' OFF | |
| Registration Number: | 4247498 | 24-'HEAVEN' | |
| Registration Number: | 3373829 | A TAN FOR ALL SEASONS | |
| Registration Number: | 4203032 | ACHIEVE A HIGHER STATE OF HAPPY | |
| Serial Number: | 85847437 | ACTIVE 99.0 | |
| Registration Number: | 3814532 | BAGGAGE HANDLER | |
| Registration Number: | 2377489 | BEAUT-E-MAIL | |
| Registration Number: | 3655796 | BEST OF SKINTENTIONS | |
| Registration Number: | 3531706 | BETWEENY | |
| Registration Number: | 2116892 | BLISS | |
| Registration Number: | 3011661 | BLISS | |
| Registration Number: | 3337598 | BLISS | |
| Registration Number: | 2913434 | BLISS | |
| Registration Number: | 3513797 | BLISS | |
| Serial Number: | 78275387 | BLISS | |
| Serial Number: | 85316111 | BLISS | |
| Serial Number: | 85633355 | BLISS | |
| Registration Number: | 3324627 | BLISS | |
| TRADEMARK | | | |

CH \$1615.00 4426185

| Property Type | Number | Word Mark |
|----------------------|----------|------------------------|
| Registration Number: | 3318259 | BLISS |
| Registration Number: | 3571467 | BLISS BLISS |
| Registration Number: | 3431915 | BLISSAGE |
| Registration Number: | 4444763 | BLISSLABS |
| Registration Number: | 4460176 | EX-'GLOW'-SION! |
| Registration Number: | 4289564 | FABULIPS |
| Registration Number: | 3446125 | FAT GIRL SLEEP |
| Registration Number: | 3441804 | FAT GIRL SLIM |
| Registration Number: | 4309124 | FATGIRL |
| Registration Number: | 4247511 | FIRM, BABY, FIRM |
| Registration Number: | 3886741 | FOOT PATROL |
| Registration Number: | 3634100 | FOOT PATROL |
| Registration Number: | 3886721 | GREEN DEFENSE |
| Registration Number: | 2619921 | HAIR DEW |
| Registration Number: | 4250070 | HE-WAX |
| Registration Number: | 2963558 | HOMME IMPROVEMENT |
| Registration Number: | 3415753 | HOMME IMPROVEMENT |
| Registration Number: | 2618674 | LABORATOIRE REMEDE |
| Registration Number: | 2635744 | LABORATOIRE REMEDE |
| Registration Number: | 3398106 | LABORATIORE RÈMEDE |
| Registration Number: | 4325708 | LEAN MACHINE |
| Registration Number: | 3442346 | LIVER SPOT LIFTER |
| Registration Number: | 4373572 | |
| Registration Number: | 3318218 | MISS BLISS |
| Registration Number: | 3428702 | MISTLE TOES |
| Registration Number: | 3908731 | NO ZIT SHERLOCK |
| Registration Number: | 3908732 | NO ZIT SHERLOCK |
| Registration Number: | 3632999 | PEELING GROOVY |
| Registration Number: | 2245159 | POETIC WAXING |
| Registration Number: | 2897542 | QUICKBLISS |
| Registration Number: | 4222707 | QUICKBLISS |
| Registration Number: | 2297135 | RAPID RUB |
| Registration Number: | 3426764 | REMEDE |
| Registration Number: | 3563086 | R E M È D E SPA |
| Registration Number: | 2297136 | SCRUB AND COLOR |
| Serial Number: | 85708615 | 'SPA'-VELOUS |
| Registration Number: | 2742226 | STEEP CLEAN |
| Registration Number: | 3085456 | STEEP CLEAN |
| Registration Number: | 4239333 | THAT'S INCREDI-'PEEL'! |

TRADEMARK

| Property Type | Number | Word Mark |
|----------------------|----------|---------------------------------------|
| Registration Number: | 3331046 | THE BIG SCREEN |
| Registration Number: | 3292357 | THE YOUTH AS WE KNOW IT |
| Registration Number: | 3389862 | THINNY THIN CHIN |
| Registration Number: | 4267817 | TRIPLE OXYGEN |
| Registration Number: | 3371405 | TRIPLE OXYGEN INSTANT ENERGIZING MASK |
| Serial Number: | 85524048 | ZEN AT WORK BY BLISS |
| Registration Number: | 3349643 | LOVE HANDLER |

CORRESPONDENCE DATA

Fax Number: 2128135901

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

Phone: 212 813 5900

Email: assignments@fzlz.com

Correspondent Name: DAVID EHRLICH

Address Line 1: FROSS ZELNICK LEHRMAN & ZISSU, P.C.

Address Line 2: 866 UNITED NATIONS PLAZA

Address Line 4: NEW YORK, NEW YORK 10017

| | |
|--------------------------------|---------------|
| ATTORNEY DOCKET NUMBER: | BLSW 1002925 |
| NAME OF SUBMITTER: | David Ehrlich |
| SIGNATURE: | /dwe/ |
| DATE SIGNED: | 04/10/2014 |

Total Attachments: 6

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

Effective
3/8/2013

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:

BLISS WORLD LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Limited Liability Company

(Enter entity type. Example: corporation, limited partnership, general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Delaware

(Enter state, or if a non-U.S. entity, the name of the country)

on February 10, 1999

(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:

Florida

4. The name of the Florida Limited Liability Company as set forth in the attached Articles of Organization:

BLISS WORLD LLC

(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____

(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.


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FILED
MAR - 8 PM 5:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 27th day of February 2013.

Signature of Member or Authorized Representative of Limited Liability Company:

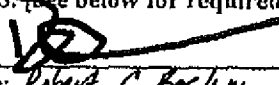
Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Member or Authorized Representative: 

Printed Name: Robert C. Boehm

Title: Exec VP, General Counsel and Secretary

✓ **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: 

Printed Name: Robert C. Boehm

Title: Exec VP, General Counsel and Secretary

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

Signature: _____

Printed Name: _____

Title: _____

If Florida Corporation:

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.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

All others:

Signature of an authorized person.

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) |

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

BLISS WORLD 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:

770 S. Dixie Highway, Suite 200

Coral Gables, FL 33146

Mailing Address:

770 S. Dixie Highway, Suite 200

Coral Gables, FL 33146

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:

Inga Fyodorova

Name

770 S. Dixie Highway, Suite 200

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

Coral Gables

FL 33146

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)

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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 Fluxman

770 S. Dixie Highway, Suite 200

Coral Gables, FL 33146

MGR

Stephen Lazarus

770 S. Dixie Highway, Suite 200

Coral Gables, FL 33146

MGR

Robert C. Boehm

770 S. Dixie Highway, Suite 200

Coral Gables, FL 33146

(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:



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.817.155, F.S.)

Robert C. Boehm, Exec VP, General Counsel and Secretary

Typed or printed name of signee

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2012 Florida Statutes

| | | |
|---|--|---|
| Title XXXVI BUSINESS ORGANIZATIONS | Chapter 608 LIMITED LIABILITY COMPANIES Entire Chapter | SECTION 439 Conversion of certain entities to a limited liability company. |
|---|--|---|

608.439 Conversion of certain entities to a limited liability company.—

(1) As used in this section, the term “other business entity” or “another business entity” means a corporation; a common law or business trust or association; a real estate investment trust; a general partnership, including a limited liability partnership; a limited partnership, including a limited liability limited partnership; or any other domestic or foreign entity that is organized under a governing law or other applicable law, provided such term shall not include a domestic limited liability company.

(2) Any other business entity may convert to a domestic limited liability company if the conversion is permitted by the laws of the jurisdiction that enacted the statute or other applicable law governing the other business entity and the other business entity complies with such laws and the requirements of this section in effecting the conversion. The other business entity shall file with the Department of State in accordance with s. [608.408](#):

(a) A certificate of conversion that has been executed by one or more authorized persons in accordance with s. [608.408](#), and by the other business entity as required by applicable law.

(b) Articles of organization that comply with s. [608.407](#) and have been executed by one or more authorized persons in accordance with s. [608.408](#).

(3) The certificate of conversion to a limited liability company shall state:

(a) The date on which and jurisdiction in which the other entity was first organized and, if it has changed, its jurisdiction immediately prior to its conversion to a domestic limited liability company.

(b) The name of the other entity immediately prior to the filing of the certificate of conversion.

(c) The name of the limited liability company as set forth in its articles of organization filed in accordance with subsection (2).

(d) Subject to the limitations in s. [608.409](#)(2), the delayed effective date or time (which shall be a date or time certain) of the conversion to a limited liability company if it is not to be effective upon the filing of the certificate of conversion and the articles of organization, provided such delayed effective date and time may not be different than the effective date of the articles of organization.

(4) Upon the filing in the Department of State of the certificate of conversion to a limited liability company and the articles of organization or upon the delayed effective date or time of the certificate of conversion and the articles of organization, the other entity shall be converted into a domestic limited liability company and the limited liability company shall thereafter be subject to all of the provisions of this chapter, except that notwithstanding s. [608.409](#), the existence of the limited liability company shall be deemed to have commenced when the other entity commenced its existence in the jurisdiction in which the other entity was first organized.

(5) The conversion of any other entity into a domestic limited liability company shall not affect any obligations or liabilities of the other entity incurred prior to its conversion into a domestic limited liability company or the personal liability of any person incurred prior to such conversion.

(6) When any conversion becomes effective under this section, for all purposes of the laws of this state, all of the rights, privileges, and powers of the other entity that has converted, and all property, real, personal, and mixed, and all debts due to such other entity, as well as all other things and causes of action belonging to such other entity, shall be vested in the domestic limited liability company into which it was converted and shall thereafter be the property of the domestic limited liability company as they were of the other entity that has converted, and the title to any real property vested by deed or otherwise in such other entity shall not revert or be in any way impaired by reason of this chapter, but all rights of creditors and all liens upon any property of such other entity shall be preserved unimpaired, and all debts, liabilities, and duties of the other entity that has converted shall thenceforth attach to the domestic limited liability company and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

(7) Unless otherwise agreed, or as required under applicable non-Florida law, the converting entity shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the conversion shall not constitute a dissolution of the converting entity and shall constitute a continuation of the existence of the converting entity in the form of a domestic limited liability company.

(8) Prior to filing a certificate of conversion with the Department of State, the conversion shall be approved in the manner provided for by the document, instrument, agreement, or other writing, as the case may be, governing the internal affairs of the other entity and the conduct of its business or by applicable law, as appropriate, and the articles of organization or operating agreement shall be approved by the same authorization required to approve the conversion. As part of such an approval, a plan of conversion or other record may describe the manner and basis of converting the shares, partnership interests, limited liability company interests, obligations, or securities of, or other interests in, the other business entity which is to be converted, or any rights to acquire any such shares, interests, obligations, or other securities, into limited liability company interests, obligations, or other securities of the domestic limited liability company, or rights to acquire interests, obligations, or other securities, or, in whole or in part, into cash or other consideration. Such a plan or other record may also contain other provisions relating to the conversion, including without limitation the right of the other business entity to abandon a proposed conversion, or an effective date for the conversion that is not inconsistent with paragraph (3)(d).

(9) The provisions of this section shall not be construed to limit the accomplishment of a change in the law governing, or the domicile of, any other entity to this state by any other means provided for in the articles of organization or operating agreement or other agreement or as otherwise permitted by law, including by the amendment of the articles of organization or operating agreement or other agreement.

History.—s. 1, ch. 99-315; s. 11, ch. 2005-267; s. 5, ch. 2008-187.

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