

## TRADEMARK ASSIGNMENT COVER SHEET

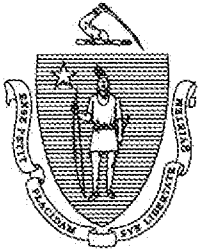
Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM304703

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	12/31/2012		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Fitness Equipment Manufacturing, LLC		12/26/2012	LIMITED LIABILITY COMPANY: NEVADA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Fitness EM, LLC		
<b>Street Address:</b>	660 Douglas Street		
<b>City:</b>	Uxbridge		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	01569		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: MASSACHUSETTS		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3392283	EMPOWER	
<b>Registration Number:</b>	4118313	EMPOWER	
<b>Registration Number:</b>	3629694	EMPOWER BEAUTY!	
<b>Registration Number:</b>	4185409	MAKE YOUR MOVE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	4045413372		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	404-815-6500		
<b>Email:</b>	tadmin@kilpatricktownsend.com, brook@kilpatricktownsend.com		
<b>Correspondent Name:</b>	William H. Brewster		
<b>Address Line 1:</b>	1100 Peachtree Street, Suite 2800		
<b>Address Line 4:</b>	Atlanta, GEORGIA 30309		
<b>ATTORNEY DOCKET NUMBER:</b>	62649		
<b>NAME OF SUBMITTER:</b>	Beth Rook		
<b>SIGNATURE:</b>	/Beth Rook/		
<b>DATE SIGNED:</b>	05/16/2014		
<b>Total Attachments: 7</b>			

OP \$115.00 3392283

source=Fitness Equipment Manufacturing, LLC - Merger with and into Fitness EM, LLC#page1.tif  
source=Fitness Equipment Manufacturing, LLC - Merger with and into Fitness EM, LLC#page2.tif  
source=Fitness Equipment Manufacturing, LLC - Merger with and into Fitness EM, LLC#page3.tif  
source=Fitness Equipment Manufacturing, LLC - Merger with and into Fitness EM, LLC#page4.tif  
source=Fitness Equipment Manufacturing, LLC - Merger with and into Fitness EM, LLC#page5.tif  
source=Fitness Equipment Manufacturing, LLC - Merger with and into Fitness EM, LLC#page6.tif  
source=Fitness Equipment Manufacturing, LLC - Merger with and into Fitness EM, LLC#page7.tif



*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

William Francis Galvin  
Secretary of the  
Commonwealth

September 6, 2013

TO WHOM IT MAY CONCERN:

I hereby certify that a certificate of organization of a Limited Liability Company was filed in this office by

**FITNESS EM, LLC**

in accordance with the provisions of Massachusetts General Laws Chapter 156C on **December 21, 2012.**

I further certify that said Limited Liability Company has filed all annual reports due and paid all fees with respect to such reports; that said Limited Liability Company has not filed a certificate of cancellation or withdrawal; and that said Limited Liability Company is in good standing with this office.

I also certify that the names of all managers listed in the most recent filing are:  
**MICHAEL J. SAVAGE**

I further certify, the names of all persons authorized to execute documents filed with this office and listed in the most recent filing are: **MICHAEL J. SAVAGE**

The names of all persons authorized to act with respect to real property listed in the most recent filing are: **MICHAEL J. SAVAGE**

In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.



*William Francis Galvin*

Secretary of the Commonwealth

Processed By:sam

**TRADEMARK**  
**REEL: 005281 FRAME: 0380**

06109 5314

FILED

JAN 03 2013

CERTIFICATE OF CONSOLIDATION/MERGER  
OF  
FITNESS EM, LLC

SECRETARY OF THE COMMONWEALTH  
CORPORATIONS DIVISIONS

Pursuant to Ch. 156C, Sec. 61 of the Massachusetts Limited Liability Company Act, the undersigned limited liability company hereby submits the following Certificate of Consolidation/Merger and Cancellation for filing:

1. The name, federal employer identification number, and principal office address of the entities involved in the merger are:

<u>Name</u>	<u>FEIN</u>	<u>Principal office address</u>
Fitness Equipment Manufacturing, LLC	91-2133669	660 Douglas Street, Uxbridge, MA 01569
Fitness EM, LLC	91-2133669	660 Douglas Street, Uxbridge, MA 01569

2. The date and jurisdiction of formation or organization of the entities involved in the merger are:

<u>Name</u>	<u>Date of Formation</u>	<u>State of formation</u>
Fitness Equipment Manufacturing, LLC	06/15/2001	Nevada
Fitness EM, LLC	12/21/2012	Massachusetts

3. The name and federal employer identification number of the surviving entity is Fitness EM, LLC, 91-2133669 ("MA Fitness").

4. An agreement of merger has been approved and executed by each entity that is involved in the merger.

5. The effective date of the merger shall be December 31, 2012.

6. The agreement of merger is on file at the principal place of business of the surviving entity, the address of which is 660 Douglas Street, Uxbridge, MA 01569.

7. A copy of the agreement of merger will be furnished by the surviving entity on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity that is involved in the merger.

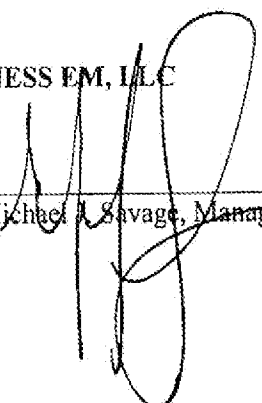
8. Michael J. Savage, 660 Douglas Street, Uxbridge, MA 01569, is authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property.

9. The signatory to this Certificate is Michael J. Savage, Manager of MA Fitness. His address shall be the same as the business address of MA Fitness.

The undersigned affirms under the pains and penalties of perjury that, to the undersigned's knowledge and belief, the foregoing statements are true and correct as of December 26, 2012.

FITNESS EM, LLC

By:

  
Michael J. Savage, Manager

Check/Voucher # 182228

The Commonwealth of Massachusetts  
Limited Liability Company  
(General Laws, Chapter 156C)

1188917

Filed this 3 day Jan

*William Francis Galvin*

William Francis Galvin  
Secretary of the Commonwealth

A TRUE COPY ATTEST  
*William Francis Galvin*  
WILLIAM FRANCIS GALVIN  
SECRETARY OF THE COMMONWEALTH  
DATE 2/13 CLERK KV

Name \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
Phone \_\_\_\_\_  
\_\_\_\_\_



**The Commonwealth of Massachusetts**  
**William Francis Galvin**

Minimum Fee: \$500.00

Secretary of the Commonwealth, Corporations Division  
 One Ashburton Place, 17th floor  
 Boston, MA 02108-1512  
 Telephone: (617) 727-9640

**Certificate of Organization**

(General Laws, Chapter )

Federal Employer Identification Number: 001095314 (must be 9 digits)

1. The exact name of the limited liability company is: FITNESS EM, LLC

2a. Location of its principal office:

No. and Street: 660 DOUGLAS STREET  
 City or Town: UXBRIDGE State: MA Zip: 01569 Country: USA

2b. Street address of the office in the Commonwealth at which the records will be maintained:

No. and Street: 660 DOUGLAS STREET  
 City or Town: UXBRIDGE State: MA Zip: 01569 Country: USA

3. The general character of business, and if the limited liability company is organized to render professional service, the service to be rendered:

THE GENERAL CHARACTER OF THE BUSINESS OF THE COMPANY IS (I) TO ENGAGE IN THE MANUFACTURING OF EXERCISE EQUIPMENT, SPORTING GOODS AND HEALTHY LIFESTYLE PRODUCTS, AND TO ENGAGE IN ANY AND ALL ACTIVITIES NECESSARY, ADVISABLE OR INCIDENTAL THERETO; AND (II) TO ENGAGE IN ANY BUSINESS PERMITTED UNDER THE ACT WHICH THE MEMBERS SHALL DEEM DESIRABLE OR EXPEDIENT FOR THE PROTECTION OR BENEFIT OF THE COMPANY AND THE PROTECTION OF ITS ASSETS.

4. The latest date of dissolution, if specified:

5. Name and address of the Resident Agent:

Name: MICHAEL J. SAVAGE  
 No. and Street: 660 DOUGLAS STREET  
 City or Town: UXBRIDGE State: MA Zip: 01569 Country: USA

I, MICHAEL J. SAVAGE resident agent of the above limited liability company, consent to my appointment as the resident agent of the above limited liability company pursuant to G. L. Chapter 156C Section 12.

6. The name and business address of each manager, if any:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
MANAGER	MICHAEL J. SAVAGE	660 DOUGLAS STREET UXBRIDGE, MA 01569 USA

7. The name and business address of the person(s) in addition to the manager(s), authorized to execute documents to be filed with the Corporations Division, and at least one person shall be named if there are no managers.

**TRADEMARK**

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code

8. The name and business address of the person(s) authorized to execute, acknowledge, deliver and record any recordable instrument purporting to affect an interest in real property:

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
REAL PROPERTY	MICHAEL J. SAVAGE	660 DOUGLAS STREET LXBRIDGE, MA 01569 USA

9. Additional matters:

**SIGNED UNDER THE PENALTIES OF PERJURY, this 21 Day of December, 2012,**  
MICHAEL J. SAVAGE

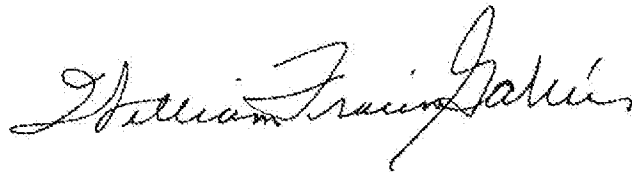
*(The certificate must be signed by the person forming the LLC.)*



THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

December 21, 2012 03:38 PM



WILLIAM FRANCIS GALVIN

*Secretary of the Commonwealth*

