

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
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ETAS ID: TM313033

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/10/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Custom Nails/Manicure Plus, Inc.		02/07/2014	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	DeMert Brands, Inc.		
Street Address:	15402 N. Nebraska Avenue		
City:	Lutz		
State/Country:	FLORIDA		
Postal Code:	33549		
Entity Type:	CORPORATION: FLORIDA		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	1571515	DEVELOP 10 TREATMENT	
Registration Number:	1571518	DEVELOP 10 PROGRAM	
Registration Number:	1239096	DEVELOP 10	
Registration Number:	4470117	DEVELOP 10	
CORRESPONDENCE DATA			
Fax Number:	7036108686		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	703-903-9000		
Email:	ipdocketing@milesstockbridge.com		
Correspondent Name:	Karl Wm. Means		
Address Line 1:	1751 Pinnacle Drive		
Address Line 2:	Suite 1500		
Address Line 4:	Tysons Corner, VIRGINIA 22102		
ATTORNEY DOCKET NUMBER:	T4526		
NAME OF SUBMITTER:	Karl Wm. Means		
SIGNATURE:	/Karl Wm. Means/		
DATE SIGNED:	08/05/2014		

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Total Attachments: 5

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ARTICLES OF MERGER AND PLAN OF MERGER

OF

CUSTOM NAILS/MANICURE PLUS, INC.

INTO

DEMERT BRANDS, INC.

Eff: 2-10-14

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "FBCA"), DEMERT BRANDS, INC., a Florida corporation ("DeMert"), and CUSTOM NAILS/MANICURE PLUS, INC., a Florida corporation ("Custom Nails"), approve and submit the following Articles of Merger and Plan of Merger to effectuate a merger of Custom Nails into DeMert (the "Merger"):

ARTICLE I. PLAN OF MERGER

The Plan of Merger of Custom Nails into DeMert is as follows:

1.1 Parties to the Merger. The name and jurisdiction of formation of each of the constituent entities to the Merger are as follows:

Constituent Entity	Jurisdiction of Formation	Document No.
DeMert Brands, Inc.	Florida	P95000028526
Custom Nails/Custom Nails Plus, Inc.	Florida	P95000066451

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1.2 Surviving Corporation. Custom Nails shall be merged into DeMert, with DeMert being the Surviving Corporation (the "Surviving Corporation").

1.3 Effective Time. The Merger shall become effective at the Effective Time specified in Article II.

1.4 Effect of the Merger. At the Effective Time:

- (a) The separate corporate existence of Custom Nails shall cease and the corporate existence of DeMert shall continue as the Surviving Corporation.
- (b) The title to all real estate and other property, or any interest therein, owned by Custom Nails or DeMert will be vested in the Surviving Corporation without reversion or impairment.

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(c) The Surviving Corporation shall be responsible and liable for all the liabilities and obligations of each of Custom Nails and DeMert.

(d) Any claim existing or action or proceeding pending by or against DeMert may be continued as if the Merger did not occur.

(e) The Surviving Corporation may be substituted in any claim existing, or action or proceeding pending, by or against Custom Nails.

(f) Neither the rights of creditors nor any liens upon the property of Custom Nails or DeMert shall be impaired by the Merger.

(g) The Articles of Incorporation and Bylaws of DeMert in effect immediately prior to the effectiveness of the Merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation after the Merger.

(h) The shares (and the rights to acquire shares, obligations, or other securities) of each corporation party to the Merger that are to be converted into shares, rights, obligations, or other securities of the Surviving Corporation or any other corporation or into cash or other property, are converted, and the former holders of the shares are entitled only to the rights provided in Section 1.5 of these Articles of Merger and Plan of Merger or to their rights under Section 607.1302 of the FBCA.

1.5 Effect on Equity.

(a) Each share of the capital stock of Custom Nails ("*Custom Nails Stock*") that is issued and outstanding immediately prior to the Effective Time shall no longer be outstanding, shall be canceled and retired, and shall cease to exist, and each holder of Custom Nails Stock shall cease to have any rights with respect thereto. From and after the Effective Time, each certificate previously evidencing ownership of Custom Nails Stock shall be null and void. Each share of Custom Nails Stock issued and outstanding immediately prior to the Effective Time shall, as of the Effective Time, by virtue of the Merger and without further action on the part of the holders of Custom Nails Stock, be converted into and become one share of common stock of the Surviving Corporation ("*Surviving Stock*"); provided, however, that, each holder of Custom Nails Stock who immediately prior to the Effective Time held a number of shares of Custom Nails Stock corresponding to less than ten percent (10%) of the total number of shares of Custom Nails Stock issued and outstanding at such time, shall not receive any shares of Surviving Stock and shall, in lieu thereof, receive an amount of cash determined by DeMert and Custom Nails.

(b) Any shares of capital stock of DeMert issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding, shall be unaffected by the Merger and shall continue to be owned by the persons holding such shares immediately prior to the Effective Time.

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1.6 Tax Consequences. Both parties to the Merger are characterized as "S corporations" for federal and state income tax purposes. These Articles of Merger and Plan of Merger are intended to serve as a Plan of Reorganization for purposes of federal and state tax laws. The parties intend that the Merger will be treated as a tax-free reorganization pursuant to Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

**ARTICLE II.
EFFECTIVE DATE AND TIME OF THE MERGER**

The effective date and time of the Merger shall be 12:05 a.m. Eastern Time on February 10, 2014 (the "*Effective Time*").

**ARTICLE III
SHAREHOLDER APPROVAL**

In accordance with the provisions of the FBCA, the Plan of Merger was approved as of February 7, 2014 by the shareholders of Custom Nails. Approval by the shareholder of DeMert was not required.

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IN WITNESS WHEREOF, these Articles of Merger and Plan of Merger have been executed in accordance with the requirements of the FBCA by the parties as of the 7th day of February, 2014.

CUSTOM NAILS/MANICURE PLUS, INC.,
a Florida corporation

By: Bethany C. Pagliarulo
Name: Bethany Pagliarulo
Title: President

DEMERT BRANDS, INC.
a Florida corporation

By: Rocca Pagliarulo
Name: Rocca Pagliarulo
Title: President

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