

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM331228

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/23/2014

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Body By Jake, Inc.		12/23/2014	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Body By Jake Enterprises, Inc.
Street Address:	9107 Wilshire Boulevard, Suite 260
City:	Beverly Hills
State/Country:	CALIFORNIA
Postal Code:	90210
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1486704	DON'T QUIT

CORRESPONDENCE DATA

Fax Number: 3105564617

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.

Phone: 3105561956

Email: mmartin@fpplaw.com

Correspondent Name: Michael P. Martin

Address Line 1: 1925 Century Park East, Suite 2050

Address Line 4: Los Angeles, CALIFORNIA 90067

NAME OF SUBMITTER:	Michael P. Martin
SIGNATURE:	/Michael P. Martin/
DATE SIGNED:	02/05/2015

Total Attachments: 7

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Secretary of State
State of California
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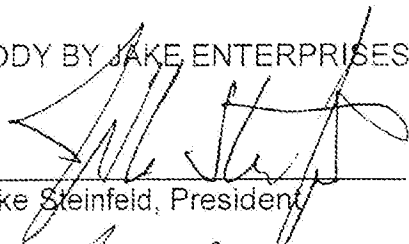
Agreement of Merger

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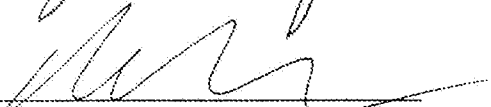
This Agreement of Merger is entered into between Body By Jake Enterprises a California corporation (herein "Surviving Corporation") and Body By Jake, Inc., a California corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be canceled without consideration.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

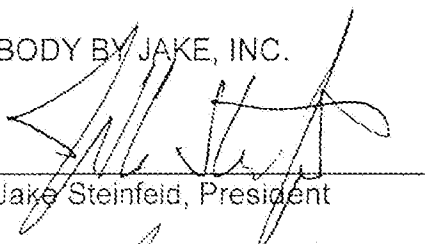
IN WITNESS WHEREOF the parties have executed this Agreement.

BODY BY JAKE ENTERPRISES


Jake Steinfeld, President



Robert H. Lieberman, Secretary

BODY BY JAKE, INC.


Jake Steinfeld, President



Robert H. Lieberman, Secretary

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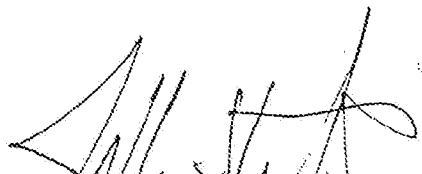
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Jake Steinfeld and Robert H. Lieberman certify that:

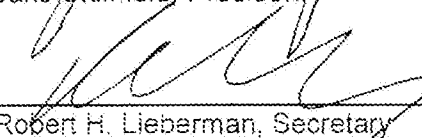
1. They are the President and Secretary, respectively, of Body By Jake Enterprises, a California corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors and by the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date. 12-23-14



Jake Steinfeld, President



Robert H. Lieberman, Secretary

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Jake Steinfeld and Robert H. Lieberman certify that:


1. They are the President and Secretary, respectively, of Body By Jake, Inc., a California corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors and by the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding entitled to vote on the merger is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12-25-14



Jake Steinfeld, President



Robert H. Lieberman, Secretary

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY INTO
A FOREIGN CORPORATION**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name of the surviving Corporation is Body By Jake Enterprises
_____, a Foreign Corporation.

Second: The jurisdiction in which this Corporation was formed is California.

Third: The name of the Limited Liability Company being merged into the Corporation is
Body By Jake Enterprises, L.L.C., a Delaware Limited
Liability Company.

Fourth: The agreement of merger or consolidation has been approved and executed by
each of the business entities which is to merge or consolidate.

Fifth: The name of the surviving foreign Corporation is Body By Jake Enterprises
_____.

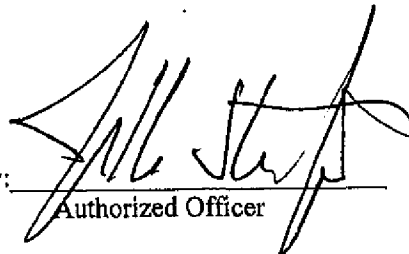
Sixth: An agreement of merger or consolidation is on file at a place of business of the
surviving foreign Corporation and the address thereof is _____
9107 Wilshire Boulevard, Suite 260, Beverly Hills, CA 90210.

Seventh: A copy of the agreement of merger or consolidation will be furnished by the
surviving foreign corporation, 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 which is to merge or consolidate.

Eighth: The surviving foreign Corporation agrees that it may be served with process in
the State of Delaware in any action, suit or proceeding for the enforcement of any
obligation of any domestic limited liability company which is to merge or consolidate,
irrevocably appointing the Secretary of State as its agent to accept service of process in
any such action, suit or proceeding and the address to which a copy of such process shall
be mailed to by the Secretary of State is .

9107 Wilshire Boulevard, Suite 260
Beverly Hills, CA 90210

IN WITNESS WHEREOF, said Foreign Corporation has caused this certificate to be
signed by its authorized officer, this 19th day of DEC,
A.D. 2014

By:  ←
Authorized Officer

Name: Jake Steinfeld
Print or type

LLC-4/7

**Certificate of Cancellation
of a Limited Liability Company (LLC)**

To cancel the Articles of Organization of a California LLC, or the Certificate of Registration of a registered foreign LLC, you can fill out this form, and submit for filing.

- There is no filing fee, however, a non-refundable \$16 service fee must be included, if you drop off the completed form.
- To file this form, the status of your LLC must be active on the records of the California Secretary of State. To check the status of the LLC, go to eservices.sos.ca.gov.

Important! California LLCs only: This form must be filed after or together with a Certificate of Dissolution (Form LLC-3). However, if the vote to dissolve was made by all of the members and that fact is noted in item 4 below, Form LLC-3 is not required.

Note: Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs. It is recommended for proof of submittal that if this form is mailed, it be sent by Certified Mail with Return Receipt Requested.

FILED *K/NDG*
 Secretary of State
 State of California
 DEC 22 2014

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For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

① **LLC's Exact Name in CA** (on file with CA Secretary of State)
 Body By Jake Enterprises, LLC

② **LLC File No.** (issued by CA Secretary of State)
 199605710032

Tax Liability (The following statement should not be altered. For information about final tax returns, go to <https://www.ftb.ca.gov> or call the California Franchise Tax Board at (800) 852-5711 (from within the U.S.) or (916) 845-8500 (from outside the U.S.).)

③ All final returns required under the California Revenue and Taxation Code have been or will be filed with the California Franchise Tax Board.

Dissolution (California LLCs ONLY: Check the box if the vote to dissolve was made by the vote of all the members.)

④ The dissolution was made by the vote of all of the members.

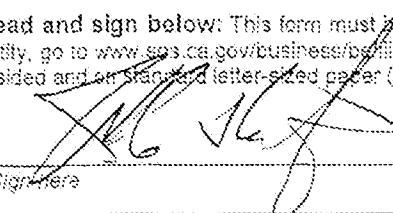
Additional Information (If any, list any other information the persons filing this form determine to include.)

⑤ _____

Cancellation (The following statement should not be altered.)

⑥ Upon the effective date of this Certificate of Cancellation, this LLC's Articles of Organization (CA LLCs) or Certificate of Registration (registered foreign LLCs) will be cancelled and its powers, rights and privileges will cease in California.

Read and sign below: This form must be signed by a person authorized by the LLC. If the signing person is a trust or another entity, go to www.sos.ca.gov/business/be/filing-tips.htm for more information. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are part of this document.

→ 

 Sign here

Jake Steinfeld

 Print your name here

Member

 Your business title

Make check/money order payable to: Secretary of State

To get a copy of the filed document, include a separate request and payment for copy fees when the document is submitted. Copy fees are \$1 for the first page and \$.50 for each additional page. For certified copies, there is an additional \$5 certification fee, per copy.

By Mail
 Secretary of State
 Business Entities, P.O. Box 944226
 Sacramento, CA 94244-2280

Drop-Off
 Secretary of State
 1500 11th Street, 3rd Floor
 Sacramento, CA 95814

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State of California Secretary of State

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FILED Secretary of State State of California

DEC 29 2014

Domestic Stock Corporation Certificate of Dissolution

1475839

There is no fee for filing a Certificate of Dissolution.

IMPORTANT - Read instructions before completing this form.

1 PC This Space For Filing Use Only

Corporate Name (Enter the name of the domestic stock corporation exactly as it is of record with the California Secretary of State.)

1 Name of corporation Body By Jake Enterprises

Required Statements (The following statements are required by statute and should not be altered.)

2. A final franchise tax return, as described by California Revenue and Taxation Code section 23332, has been or will be filed with the California Franchise Tax Board, as required under the California Revenue and Taxation Code, Division 2, Part 10.2 (commencing with Section 18401). The corporation has been completely wound up and is dissolved.

Debts & Liabilities (Check the applicable statement. Note: Only one box may be checked.)

- 3. [X] The corporation's known debts and liabilities have been actually paid. [] The corporation's known debts and liabilities have been paid as far as its assets permitted. [] The corporation's known debts and liabilities have been adequately provided for by their assumption and the name and address of the assumer is [] The corporation's known debts and liabilities have been adequately provided for as far as its assets permitted. (Specify in an attachment to this certificate (incorporated herein by this reference) the provision made and the address of the corporation, person or governmental agency that has assumed or guaranteed the payment, or the name and address of the depository with which deposit has been made or other information necessary to enable creditors or others to whom payment is to be made to appear and claim payment.) [] The corporation never incurred any known debts or liabilities.

Assets (Check the applicable statement. Note: Only one box may be checked.)

- 4. [X] The known assets have been distributed to the persons entitled thereto. [] The corporation never acquired any known assets.

Election (Check the "YES" or "NO" box, as applicable. Note: If the "NO" box is checked, a Certificate of Election to Wind Up and Dissolve pursuant to Corporations Code section 1901 must be filed prior to or together with this Certificate of Dissolution.)

5. The election to dissolve was made by the vote of all the outstanding shares [X] YES [] NO

Verification & Execution (If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

6. The undersigned constitute(s) the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

December 29, 2014 Date

Signature of Director

Jake Steinfeld Type or Print Name of Director

Signature of Director

Type or Print Name of Director

Signature of Director

Type or Print Name of Director