

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM463502

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/01/2017

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Iceland Health LLC		05/01/2017	Limited Liability Company:

RECEIVING PARTY DATA

Name:	Wellnext LLC
Street Address:	1301 Sawgrass Corporate Parkway
City:	Sunrise
State/Country:	FLORIDA
Postal Code:	33323
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	86553331	AXIAL RX
Serial Number:	86737969	BLOOD & SKIN REJUVENATOR
Serial Number:	86207136	COGNITIA
Serial Number:	85157981	ICELAND HEALTH OMEGA ULTIMATE SHIELD
Serial Number:	78199893	ICELANDHEALTH
Serial Number:	85975879	OMEGA MOVE
Serial Number:	85157964	OMEGA ULTIMATE SHIELD
Serial Number:	87449197	SUPERFOOD BIO BLEND
Serial Number:	85187774	ICELAND HEALTH
Serial Number:	86565043	BH BLESSED HERBS
Serial Number:	86740519	FEATURING EXCLUSIVE BLEND OMEGA MOVE

CORRESPONDENCE DATA

Fax Number:

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.

Email: trademarks@nutranext.net

Correspondent Name: Guido Panzera

Address Line 1: 1301 Sawgrass Corporate Parkway

Address Line 4: Sunrise, FLORIDA 33323

TRADEMARK

NAME OF SUBMITTER:	Guido Panzera
SIGNATURE:	/Guido Panzera/
DATE SIGNED:	02/27/2018
Total Attachments: 7 source=Fully Executed Agreement and Plan of Merger - IH - 5-1-2017#page1.tif source=Fully Executed Agreement and Plan of Merger - IH - 5-1-2017#page2.tif source=Fully Executed Agreement and Plan of Merger - IH - 5-1-2017#page3.tif source=Fully Executed Agreement and Plan of Merger - IH - 5-1-2017#page4.tif source=Fully Executed Agreement and Plan of Merger - IH - 5-1-2017#page5.tif source=Filed Delaware Certificate of Merger - IH#page1.tif source=Filed Delaware Certificate of Merger - IH#page2.tif	

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan") is entered into by and between ICELAND HEALTH, LLC, a Florida limited liability company (the "Company"), and WELLNEXT LLC, a Delaware limited liability company ("Wellnext").

RECITALS

The Company is a wholly owned, member-managed subsidiary of Wellnext.

Wellnext has determined that it is advisable and in the best interests of the Company that the Company be merged with and into Wellnext, with Wellnext being the surviving entity (the "Surviving Company"), on the terms and subject to the conditions set forth herein (the "Merger").

Wellnext, as the sole member of the Company, (i) waived notice of the Merger and approved this Plan and the Merger pursuant to the Written Consent of the Sole Member of the Company in Lieu of Meeting dated May 1, 2017, in accordance with Section 605.1023 of the Florida Revised Limited Liability Company Act (the "FL LLC Act") and Section 18-209 of the Delaware Limited Liability Company Act, as amended (the "DE LLC Act"), and (ii) received notice of and waived its appraisal rights pursuant to Sections 605.1006 and 605.1061 through 605.1072 of the FL LLC Act.

The sole member of Wellnext approved this Plan and the Merger pursuant to the Written Consent of the Sole Member of Wellnext in Lieu of Meeting dated May 1, 2017, in accordance with Section 605.1023 of the FL LLC Act and Section 18-209 of the DE LLC Act.

The parties hereto intend this Plan to constitute a "plan of merger" pursuant to Section 605.1022 of the FL LLC Act and an "agreement of merger" pursuant to Section 18-209 of the DE LLC Act.

THE MERGER

At the Effective Time (as defined below), the Company shall be merged with and into the Surviving Company in accordance with Sections 605.1021 through 605.1026 of the FL LLC Act and Section 18-209 of the DE LLC Act, and the separate existence of the Company shall cease and the Surviving Company shall continue as the surviving entity under the laws of the State of Delaware.

THE SURVIVING COMPANY

At and immediately after the Effective Time, the Certificate of Formation of Wellnext in effect immediately prior to the Effective Time, attached hereto as Exhibit A, shall remain as the Certificate of Formation of the Surviving Company, until thereafter altered, amended or repealed in accordance with applicable laws and the Certificate of Formation of the Surviving Company.

At and immediately after the Effective Time, the Amended and Restated Limited Liability Company Operating Agreement of Wellnext in effect immediately prior to the Effective Time, attached hereto as Exhibit B, shall remain as the Amended and Restated Limited Liability Company Operating Agreement of the Surviving Company, until thereafter altered, amended or repealed in accordance with applicable laws and the Certificate of Formation and Amended and Restated Limited Liability Company Operating Agreement of the Surviving Company.

At and immediately after the Effective Time, until successors are duly elected or appointed and qualified, the officers of Wellnext in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall be the officers of the Surviving Company.

MANNER AND BASIS OF MERGING MEMBERSHIP INTEREST

At the Effective Time, all of the membership interests of the Company, regardless of class, issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of the Surviving Company, automatically be cancelled and cease to exist.

At the Effective Time, all of the membership interests of the Surviving Company, regardless of class, issued and outstanding immediately prior to the Effective Time shall remain as issued and outstanding membership interests of the Surviving Company.

At the Effective Time, all property, rights, privileges, powers and franchises of the Company shall vest in the Surviving Company, and all liabilities and obligations of the Company shall become liabilities and obligations of the Surviving Company.

EFFECTIVE TIME

The Merger shall become effective as of May 1, 2017 (the "Effective Time").

COUNTERPARTS


This Plan may be executed in multiple counterparts and all such counterparts collectively shall constitute an original Plan, which may be evidenced by any one counterpart.

[Signature Page follows]

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the 1st day of May, 2017.

ICELAND HEALTH, LLC

By: Its Member, WELLNEXT LLC

By: 
Name: Jose Minski
Title: President and CEO

WELLNEXT LLC


By: 
Name: Jose Minski
Title: President and CEO

EXHIBIT A
Certificate of Formation

EXHIBIT B
Amended and Restated Limited Liability Company Operating Agreement

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ICELAND HEALTH, LLC", A FLORIDA LIMITED LIABILITY COMPANY, WITH AND INTO "WELLNEXT LLC" UNDER THE NAME OF "WELLNEXT LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE SIXTH DAY OF JUNE, A.D. 2017, AT 4:43 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

5633779 8100M
SR# 20174613168

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202671960
Date: 06-07-17

TRADEMARK
REEL: 006279 FRAME: 0924

State of Delaware
Certificate of Merger of a Foreign Limited Liability Company
into a Domestic Limited Liability Company

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

First: The name of the surviving Limited Liability Company is Wellnext LLC, a Delaware Limited Liability Company.

Second: The name of the Limited Liability Company being merged into this surviving Limited Liability Company is Iceland Health, LLC.
The jurisdiction in which this Limited Liability Company was formed is Florida.

Third: The Agreement of Merger has been approved and executed by both Limited Liability Companies.

Fourth: The name of the surviving Limited Liability Company is Wellnext LLC.

Fifth: The executed agreement of merger is on file at 1301 Sawgrass Corp. Parkway, Sunrise, Florida 33323, the principal place of business of the surviving Limited Liability Company.

Sixth: A copy of the agreement of merger will be furnished by the surviving Limited Liability Company on request, without cost, to any member of the Limited Liability Company or any person holding an interest in any other business entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Liability Company has caused this certificate to be signed by an authorized person, this 1st day of May, A.D., 2017.

By: 
Authorized Person

Name: Guido Panzera
Print or Type