

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Healthlife TV LLC		04/09/2007	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

Name:	Healthination, Inc.
Street Address:	85 Eighth Avenue, Suite 4L
City:	New York
State/Country:	NEW YORK
Postal Code:	10011
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 9**

Property Type	Number	Word Mark
Serial Number:	78828957	HEALTHINATION
Serial Number:	78907129	HEALTHINATION
Serial Number:	78920723	HEALTHINATION
Serial Number:	78920727	HEALTHYNATION
Serial Number:	78920736	HEALTHYNATION
Serial Number:	78920744	HEALTHYNATION
Serial Number:	78920740	LEARN.SHARE.CONNECT.
Serial Number:	78920751	LEARN.SHARE.CONNECT.
Serial Number:	78920729	LEARN.SHARE.CONNECT.

**CORRESPONDENCE DATA**

Fax Number: (347)438-2124  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 2129800120

CH \$240.00 78828957

Email: pto@fkks.com  
Correspondent Name: Christopher R. Chase  
Address Line 1: 488 Madison Avenue  
Address Line 2: Frankfurt Kurnit Klein & Selz  
Address Line 4: New York, NEW YORK 10022

NAME OF SUBMITTER:

Edward H. Rosenthal

Signature:

/ehr8022/

Date:

05/08/2007

**Total Attachments: 6**

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A NEW YORK LIMITED LIABILITY COMPANY UNDER THE NAME OF "HEALTHLIFE TV LLC" TO A DELAWARE CORPORATION, CHANGING ITS NAME FROM "HEALTHLIFE TV LLC" TO "HEALTHINATION INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF APRIL, A.D. 2007, AT 12:46 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4330576 8100V

070411959



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5577216

DATE: 04-09-07

TRADEMARK

REEL: 003538 FRAME: 0152

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A LIMITED LIABILITY COMPANY TO A  
CORPORATION PURSUANT TO SECTION 265 OF  
THE DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Limited Liability Company first formed is New York
- 2.) The jurisdiction immediately prior to filing this Certificate is New York
- 3.) The date the Limited Liability Company first formed is April 15, 2005
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is HealthLife TV LLC
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is HealthiNation Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 6th day of April, A.D. 2007

By: 

Name: Jerrold B. Spiegel

Print or Type

Title: Incorporator

Print or Type

# Delaware

PAGE 2

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "HEALTHINATION INC." FILED IN THIS OFFICE ON THE NINTH DAY OF APRIL, A.D. 2007, AT 12:46 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4330576 8100V

070411959



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5577216

DATE: 04-09-07

TRADEMARK

REEL: 003538 FRAME: 0154

CERTIFICATE OF INCORPORATION

OF

HealthiNation Inc.

The undersigned incorporator, in order to form a corporation under the General Corporation Law of the State of Delaware, certifies as follows:

1. Name. The name of the corporation is HealthiNation Inc. (hereinafter called the "Corporation").

2. Address; Registered Agent. The address of the Corporation's registered office is c/o Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware 19808; and its registered agent at such address is Corporation Service Company.

3. Nature of Business; Purposes. The nature of the business and purposes to be conducted or promoted by the Corporation are to engage in, carry on and conduct any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

4. Number of Shares. The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) with a par value of \$.001 per share. All such shares are of one class and are shares of common stock.

5. Name and Address of Incorporator. The name and mailing address of the incorporator is: Jerrold B. Spiegel, Esq. c/o Frankfurt Kurnit Klein & Selz, P.C., 488 Madison Avenue, New York, NY 10022.

6. Election of Directors. Members of the Board of Directors may be elected either by written ballot or by voice vote.

7. Adoption, Amendment and/or Repeal of By-Laws. The Board of Directors may from time to time (after adoption by the undersigned of the original by-laws of the Corporation) make, alter or repeal any by-laws of the Corporation; provided, that any by-laws made or amended by the Board of

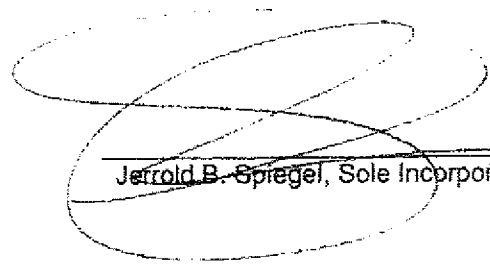
Directors may be amended or repealed, and any by-laws may be made, by the stockholders of the Corporation.

8. Compromise and Arrangements. Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code order a meeting of the creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

9. Liability of Directors. The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of sub-section (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

10. Indemnification. The Corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law, as amended, indemnify all persons whom it may indemnify pursuant thereto.

IN WITNESS WHEREOF, this Certificate has been signed on this 6th day of April, 2007,  
and the signature of the undersigned shall constitute the affirmation and acknowledgment of the  
undersigned, under penalties of perjury, that the Certificate is the act and deed of the undersigned and  
that the facts stated in the Certificate are true.



Handwritten signature of Jerrold B. Spiegel, consisting of several overlapping loops.

Jerrold B. Spiegel, Sole Incorporator