

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	05/26/2011

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
All Pro Exercise Products, Inc.		05/23/2011	CORPORATION: FLORIDA

**RECEIVING PARTY DATA**

<b>Name:</b>	All Pro Exercise Products, Inc.
<b>Doing Business As:</b>	All Pro Weights
<b>Street Address:</b>	3 Hutchinson Drive
<b>City:</b>	Hillsborough
<b>State/Country:</b>	NEW JERSEY
<b>Postal Code:</b>	08844
<b>Entity Type:</b>	CORPORATION: NEW JERSEY

**PROPERTY NUMBERS Total: 14**

Property Type	Number	Word Mark
Registration Number:	3395227	POWER LEGS
Registration Number:	2843715	POWER PULLEY
Registration Number:	2639468	THIGHACISER
Registration Number:	3177349	WATER WALKER
Registration Number:	2365006	WEIGHT-A-BAND
Registration Number:	2082182	AQUA POWER
Registration Number:	1922212	BICEPS-POWER
Registration Number:	1925592	POWER-GRIP
Registration Number:	1829501	WEIGH TO JUMP
Registration Number:	1618919	HANDS FREE
Registration Number:	1521130	POWER-STRIDE
Registration Number:	1501454	CONTOUR-FOAM

OP \$365.00 3395227

Registration Number:	1441304	ALL PRO
Registration Number:	1311211	POWER VEST

**CORRESPONDENCE DATA**

Fax Number: 3017624056  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Phone: 301-424-3640  
Email: efile@usiplaw.com  
Correspondent Name: Barbara A. Friedman  
Address Line 1: 1901 Research Boulevard Suite 400  
Address Line 4: Rockville, MARYLAND 20854

ATTORNEY DOCKET NUMBER:	0093.
NAME OF SUBMITTER:	Barbara A. Friedman
Signature:	/Barbara A. Friedman/
Date:	09/28/2012

Total Attachments: 5  
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source=Articles of Merger#page4.tif  
source=Articles of Merger#page5.tif

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Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

To: Division of Corporations  
Fax Number : (850) 617-6380

01495. 148738

From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

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Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE**  
**ALL PRO WEIGHTS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

C. COULLETTE

MAY 26 2016

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EXAMINER

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**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>All Pro Weights, Inc.</u>	<u>New Jersey</u>	<u>0400409519</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>All Pro Exercise Products, Inc.</u>	<u>Florida</u>	<u>P97000048244</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 23, 2011.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 23, 2011.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

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**PLAN OF MERGER**

This PLAN OF MERGER (the "Plan of Merger") is hereby approved as of May 23, 2011 by All Pro Exercise Products, Inc., a Florida corporation ("AP Exercise") and by All Pro Weights, Inc., a New Jersey corporation ("AP Weights").

1. AP Exercise shall, pursuant to the provisions of the Business Corporation Act of the State of New Jersey, as amended (the "Act"), be merged (the "Merger") with and into AP Weights, which shall be the surviving corporation upon the effective date of the Merger (hereinafter, the merged entity shall sometimes be referred to as the "Surviving Corporation"), and which shall continue to exist as the Surviving Corporation pursuant to the provisions of the Act. The separate existence of AP Exercise shall cease upon the effective date of the Merger in accordance with the Act. Upon the effectiveness of the Merger, the Surviving Corporation shall assume all of the assets, liabilities, obligations, rights and privileges of AP Exercise including, but not limited to, all intellectual property, trade receivables and inventory.

2. Upon the effectiveness of the Merger, the articles of incorporation of AP Weights shall become the articles of incorporation of the Surviving Corporation, provided, however, that upon the effectiveness of the merger, in accordance with Section 14A:10-1(2)(b) of the New Jersey Business Corporation Act, Article FIRST of the articles of incorporation of the Surviving Corporation shall be deleted and replaced, in its entirety, with the following:

"FIRST: The name of the corporation is All Pro Exercise Products, Inc."

3. Upon the effectiveness of the Merger, the by-laws of AP Weights shall become the by-laws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in a manner prescribed by the Act.

4. The board of directors, officers and the shareholders of AP Weights at the time of the Merger shall be the board of directors, officers and shareholders of the Surviving Corporation following the Merger.

5. Each issued and outstanding share of AP Exercise's common stock shall, upon the effectiveness of the Merger, be automatically cancelled.

6. The Merger shall be authorized by the board of directors of AP Weights in the manner prescribed by the Act, and shall be submitted to the shareholders of AP Weights for their approval or rejection in the manner prescribed by the Act. The Merger shall be authorized by the sole director and sole shareholder of AP Exercise in the manner prescribed by the Florida Business Corporation Act, as applicable.

7. In the event that the Merger shall have been duly authorized and approved by AP Weights and AP Exercise, then the Surviving Corporation hereby stipulates that it will cause to be executed and filed any document or documents prescribed by the Act, and that it will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

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8. The board of directors and the proper officers of AP Weights and AP Exercise, respectively, are hereby authorized, empowered, and directed to do any and all acts to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

This Plan of Merger has been duly approved and adopted by the board of directors of each constituent corporation.

**All Pro Weights, Inc.**

**All Pro Exercise Products, Inc.**

By:   
Scott Winston, Director

By:   
Scott Winston, Sole Director

By:   
Donna Winston, Director

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