

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM299469

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

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MusclePharm Corporation		02/23/2010	CORPORATION:

RECEIVING PARTY DATA

Name:	MusclePharm Corporation
Street Address:	4721 Ironton Street, Unit A
City:	Denver
State/Country:	COLORADO
Postal Code:	80239
Entity Type:	CORPORATION: COLORADO

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	3934299	RE-CON
Registration Number:	3887678	MUSCLEPHARM MUSCLEGEL
Registration Number:	3849855	MUSCLEPHARM SHRED MATRIX
Registration Number:	3949541	THE ATHLETES COMPANY
Registration Number:	3969123	FUEL THE ATHLETE INSIDE
Registration Number:	4186812	MP

CORRESPONDENCE DATA

Fax Number: 8004907165
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 303-396-6149
 Email: kalina.pagano@musclepharm.com
 Correspondent Name: Kalina Pagano
 Address Line 1: 4721 Ironton Street, Unit A
 Address Line 4: Denver, COLORADO 80239

ATTORNEY DOCKET NUMBER:	0124818
NAME OF SUBMITTER:	Kalina Pagano
SIGNATURE:	/kalina pagano/
DATE SIGNED:	03/27/2014

CH \$165.00 3934299



DEAN HELLER
 Secretary of State
 206 North Carson Street
 Carson City, Nevada 89701-4299
 (775) 684 5708
 Website: secretaryofstate.biz

Articles of Incorporation
 (PURSUANT TO NRS 78)

Filed in the office of <i>Dean Heller</i> Dean Heller Secretary of State State of Nevada	Document Number 20060501559-03
	Filing Date and Time 08/04/2006 1:00 PM
	Entity Number E0580752006-0

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	Tone In Twentay
2. Resident Agent Name and Street Address: <small>(must be a Nevada address where process may be served)</small>	John Dean Harper Name 201 Las Vegas Blvd. South, Suite 200 Street Address Las Vegas Nevada 89101 City State Zip Code Optional Mailing Address City State Zip Code
3. Shares: <small>(number of shares corporation authorized to issue)</small>	Number of shares with par value: 75,000,000 Par value: \$.001 Number of shares without par value:
4. Names & Addresses of Board of Directors/Trustees: <small>(fill in all blanks if there is more than 1 director/trustee)</small>	1. John Dean Harper Name 201 Las Vegas Blvd. South, Suite 200 Street Address Las Vegas NV 89101 City State Zip Code 2. Name Street Address City State Zip Code 3. Name Street Address City State Zip Code
5. Purpose: <small>(optional)</small>	The purpose of this Corporation shall be:
6. Names, Address and Signature of Incorporator: <small>(names of those who are to be responsible)</small>	John Dean Harper Name 201 Las Vegas Blvd. South, Suite 200 Address <i>John Dean Harper</i> Signature Las Vegas NV 89101 City State Zip Code
7. Certificate of Acceptance of Appointment of Resident Agent:	I hereby accept appointment as Resident Agent for the above named corporation. <i>John Dean Harper</i> Authorized Signature of R. A. or On Behalf of R. A. Company August 4, 2006 Date

This form must be accompanied by appropriate fees.

Nevada Secretary of State Form 78 NRS 78.009
 (Revised 1/01/05)



Colorado Secretary of State

Date and Time: 04/22/2008 09:07 PM

Id Number: 20081222473

Document number: 20081222473

Document processing fee

If document is filed on paper

\$125.00

If document is filed electronically

\$ 50.00

Fees & forms/cover sheets

are subject to change.

To file electronically, access instructions

for this form/cover sheet and other

information or print copies of filed

documents, visit www.sos.state.co.us

and select Business Center.

Paper documents must be typewritten or machine printed.

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Organization

filed pursuant to §7-90-301, et seq. and §7-80-204 of the Colorado Revised Statutes (C.R.S)

1. Entity name:

Muscle Pharm, LLC

(The name of a limited liability company must contain the term or abbreviation "limited liability company", "ltd. liability company", "limited liability co.", "ltd. liability co.", "limited", "llc", "l.l.c.", or "ltd." §7-90-601, C.R.S.)

2. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- "bank" or "trust" or any derivative thereof
 "credit union" "savings and loan"
 "insurance", "casualty", "mutual", or "surety"

3. Principal office street address:

PO Box 1961

(Street name and number)

Arvada

(City)

CO

(State)

80001

(Postal/Zip Code)

United States

*(Country - if not US)**(Province - if applicable)*

4. Principal office mailing address
(if different from above):

*(Street name and number or Post Office Box information)**(City)**(State)**(Postal/Zip Code)**(Province - if applicable)**(Country - if not US)*

5. Registered agent name (if an individual):

Shea

(Last)

David

(First)

J

*(Middle)**(Suffix)*

OR (if a business organization):

6. The person identified above as registered agent has consented to being so appointed.

7. Registered agent street address:

8435 W. 80th Ave.

(Street name and number)

Arvada

(City)

CO

(State)

80005

(Postal/Zip Code)

8. Registered agent mailing address
(if different from above):

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

(Province - if applicable) (Country - if not US)

9. Name(s) and mailing address(es)
of person(s) forming the limited
liability company:

(if an individual) Shea David J
(Last) (First) (Middle) (Suffix)

OR (if a business organization)

8435 W. 80th Ave.
(Street name and number or Post Office Box information)

Arvada CO 80005
(City) (State) (Postal/Zip Code)

United States
(Country - if not US)

(if an individual) _____
(Last) (First) (Middle) (Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

United States
(Country - if not US)

(if an individual) _____
(Last) (First) (Middle) (Suffix)

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) (State) (Postal/Zip Code)

United States
(Country - if not US)

(If more than three persons are forming the limited liability company, mark this box and include an attachment stating the true names and mailing addresses of all additional persons forming the limited liability company)

10. The management of the limited liability company is vested in managers

OR is vested in the members

11. There is at least one member of the limited liability company.

12. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

13. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If applicable, mark this box and include an attachment stating the additional information.

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

14. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Shea	David	J
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>
8435 W. 80th Ave.		
<small>(Street name and number or Post Office Box information)</small>		

Arvada	CO	80005
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>
United States		
<small>(Province – if applicable)</small>	<small>(Country – if not US)</small>	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.



Colorado Secretary of State

Date and Time: 08/05/2010 10:09 AM

ID Number: 20081222473

Document must be filed electronically.
Paper documents will not be accepted.

Document processing fee
Fees & forms/cover sheets
are subject to change.

To access other information or print
copies of filed documents,
visit www.sos.state.co.us and
select Business.

\$25.00

Document number: 20101436688

Amount Paid: \$25.00

ABOVE SPACE FOR OFFICE USE ONLY

Statement of Dissolution

filed pursuant to §7-90-301, et seq. and §7-80-802 of the Colorado Revised Statutes (C.R.S.)

ID number: 20081222473

1. Entity name: Muscle Pharm, LLC

2. Principal office mailing address: 4721 Ironton St
(Street name and number or Post Office Box information)

Denver CO 80237
(City) (State) (Postal/Zip Code)

United States
(Province - if applicable) (Country - if not US)

3. The limited liability company is dissolved.

4. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

5. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Shea David
(Last) (First) (Middle) (Suffix)

8950 W 80th Dr
(Street name and number or Post Office Box information)

Arvada CO 80005
(City) (State) (Postal/Zip Code)

United States
(Province - if applicable) (Country - if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.



Colorado Secretary of State
Date and Time: 02/23/2010 10:19 AM
ID Number: 20101109549

Document must be filed electronically.
Paper documents will not be accepted.

Document processing fee
Fees & forms/cover sheets
are subject to change.

\$50.00

Document number: 20101109549
Amount Paid: \$50.00

To access other information or print
copies of filed documents,
visit www.sos.state.co.us and
select Business Center.

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Incorporation for a Profit Corporation

filed pursuant to § 7-102-101 and § 7-102-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the corporation is

MusclePharm Corporation

(The name of a corporation must contain the term or abbreviation "corporation", "incorporated", "company", "limited", "corp.", "inc.", "co." or "ltd.". See §7-90-601, C.R.S. If the corporation is a professional or special purpose corporation, other law may apply.)

(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)

2. The principal office address of the corporation's initial principal office is

Street address

3390 Peoria St

(Street number and name)

307

Aurora

(City)

CO

(State)

80010

(ZIP/Postal Code)

United States

(Country)

(Province - if applicable)

Mailing address

(leave blank if same as street address)

(Street number and name or Post Office Box information)

(City)

United States

(State)

(ZIP/Postal Code)

(Country)

(Province - if applicable)

3. The registered agent name and registered agent address of the corporation's initial registered agent are

Name

(if an individual)

Pyatt

(Last)

Brad

(First)

(Middle)

(Suffix)

OR

(if an entity)

(Caution: Do not provide both an individual and an entity name.)

Street address

3390 Peoria St

(Street number and name)

307

Aurora

(City)

CO

(State)

80010

(ZIP/Postal Code)

Mailing address
 (leave blank if same as street address) _____
 (Street number and name or Post Office Box information)

 (City) CO _____
 (State) (ZIP/Postal Code)

(The following statement is adopted by marking the box.)

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name
 (if an individual) Pyatt Brad
 (Last) (First) (Middle) (Suffix)

OR

(if an entity)
 (Caution: Do not provide both an individual and an entity name.) _____

Mailing address 3390 Peoria St
 (Street number and name or Post Office Box information)

307
Aurora CO 80010
 (City) (State) (ZIP/Postal Code)

 (Province - if applicable) United States
 (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. The classes of shares and number of shares of each class that the corporation is authorized to issue are as follows.

(If the following statement applies, adopt the statement by marking the box and enter the number of shares.)

The corporation is authorized to issue 100,000,000 common shares that shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

Additional information regarding shares as required by section 7-106-101, C.R.S., is included in an attachment.

(Caution: At least one box must be marked. Both boxes may be marked, if applicable.)

6. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

7. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are _____
 (mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

8. The true name and mailing address of the individual causing the document to be delivered for filing are

Shea	David		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
8950 W 80th Dr			
<small>(Street number and name or Post Office Box information)</small>			
<hr/>			
Arvada	CO	80005	
<small>(City)</small>	<small>(State)</small>	<small>(ZIP/Postal Code)</small>	
United States			
<small>(Province - if applicable)</small>		<small>(Country)</small>	

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

- This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

Disclaimer:

This form/cover sheet, and any related instructions, are not intended to provide legal, business or tax advice, and are furnished without representation or warranty. While this form/cover sheet is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form/cover sheet. Questions should be addressed to the user's legal, business or tax advisor(s).



Colorado Secretary of State
Date and Time: 08/13/2010 10:59 AM
ID Number: 20101109549

Document must be filed electronically.
Paper documents will not be accepted.

Document processing fee
Fees & forms/cover sheets
are subject to change.

To access other information or print
copies of filed documents,
visit www.sos.state.co.us and
select Business.

\$25.00

Document number: 20101454648
Amount Paid: \$25.00

ABOVE SPACE FOR OFFICE USE ONLY

Articles of Dissolution

filed pursuant to §7-90-301, et seq. and §7-114-103 of the Colorado Revised Statutes (C.R.S)

ID number: 20101109549

1. Entity name: MusclePharm Corporation

2. Principal office mailing address: 4721 Ironton St
(Street name and number or Post Office Box information)

Denver CO 80237
(City) (State) (Postal/Zip Code)

United States
(Province - if applicable) (Country - if not US)

3. The corporation is dissolved.

4. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

5. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Shea David
(Last) (First) (Middle) (Suffix)

8950 W 80th Dr
(Street name and number or Post Office Box information)

Arvada CO 80005
(City) (State) (Postal/Zip Code)

United States
(Province - if applicable) (Country - if not US)

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.



ROSS MILLER
Secretary of State
204 North Carson Street, Suite 1
Carson City, Nevada 89701-4520
(775) 684 5708
Website: www.nvsoe.gov

Filed in the office of	Document Number
<i>Ross Miller</i>	20100116778-73
Ross Miller Secretary of State State of Nevada	Filing Date and Time 02/23/2010 4:00 PM
	Entity Number E0580752006-0

Certificate of Amendment
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)**

1. Name of corporation:

TONE IN TWENTY

2. The articles have been amended as follows: (provide article numbers, if available)

Article 1 is amended to change the name of the company to:
MusclePharm Corporation

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 366,667 shares = 83.8%

4. Effective date of filing: (optional) 3/1/10
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X *[Signature]*
Signature of Officer

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
This form must be accompanied by appropriate fees. Nevada Secretary of State Amend Profit After Revised: 3-6-09