

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM570069

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	01/21/2020		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
MICROBEAU INC.		01/21/2020	Corporation: FLORIDA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	FK IRONS INC.		
<b>Street Address:</b>	1771 NW 79TH AVE.		
<b>City:</b>	DORAL		
<b>State/Country:</b>	FLORIDA		
<b>Postal Code:</b>	33126		
<b>Entity Type:</b>	Corporation: FLORIDA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	88717707	EVENFLO	
<b>Serial Number:</b>	88717739	EVENFLO COLOURS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	5616596313		
<i>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.</i>			
<b>Phone:</b>	5616535000		
<b>Email:</b>	ip@akerman.com		
<b>Correspondent Name:</b>	Peter A. Chiabotti		
<b>Address Line 1:</b>	777 S. Flagler Drive		
<b>Address Line 2:</b>	Suite 1100, West Tower		
<b>Address Line 4:</b>	West Palm Beach, FLORIDA 33401		
<b>ATTORNEY DOCKET NUMBER:</b>	0355005		
<b>NAME OF SUBMITTER:</b>	Peter A. Chiabotti		
<b>SIGNATURE:</b>	/Peter A. Chiabotti/		
<b>DATE SIGNED:</b>	04/01/2020		
<b>Total Attachments: 8</b>			
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 3, 2020

CSC

Re: Document Number P09000085014

The Articles of Merger were filed January 21, 2020, for FK IRONS INC, the surviving Florida entity.

The certification you requested is enclosed.

Should you have any further questions concerning this matter, please feel free to call (850) 245-6050, the Amendment Filing Section.

Terri J Schroeder  
Regulatory Specialist III  
Division of Corporations

Letter Number: 420A00002417

Account number: I20000000195

Amount charged: 148.75

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on January 21, 2020, for FK IRONS INC, the surviving Florida entity, as shown by the records of this office.

The document number of this entity is P09000085014.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this the  
Third day of February, 2020



CR2E022 (01-11)

Laurel M. Lee

Secretary of State

TRADEMARK

REEL: 006906 FRAME: 0133

**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> (If known/ applicable)
FK Irons, Inc.	Florida	909-83014

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Microbean Inc.	Florida	918-19610
Darklab Tattoo Supply Company, LLC	Florida	417-156922
International Permanent Cosmetics Show, LLC	Florida	419-223343

**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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 January 21, 2020.

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 January 21, 2020.

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)*

FILED  
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 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA



AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of the 21st day of January, 2020, by and between DARK LAB TATTOO SUPPLY COMPANY LLC, a Florida limited liability company ("Dark Lab"), MICROBEAU INC., a Florida corporation ("Microbeau"), INTERNATIONAL PERMANENT COSMETICS SHOW LLC, a Florida limited liability company ("IPCS" and, together with Dark Lab and Microbeau, the "Merging Companies", each a "Merging Company"), and FK IRONS INC., a Florida corporation (the "Surviving Corporation").

RECITALS:

WHEREAS, the sole shareholder and the sole member (together, the "Merging Shareholders") and all of the managers and directors (together, the "Merging Directors") of the Merging Companies and the sole Shareholder (the "Surviving Shareholder") and the board of directors (the "Surviving Directors") of the Surviving Corporation have determined that it is advisable and in the best interest of each of the Merging Companies and the Surviving Corporation that the Merging Companies be merged with and into the Surviving Corporation on the terms and subject to the conditions set forth herein (the "Merger").

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 The Merger. Upon the terms and subject to the conditions hereof, and in accordance with the relevant provisions of the Florida Revised Limited Liability Company Act (the "FRLCA") and the Florida Business Corporation Act (the "FBCA"), the Merging Companies shall be merged with and into the Surviving Corporation. Following the Merger, the Surviving Corporation shall continue as the surviving entity and shall continue its existence under the FBCA, and the separate existence of the Merging Companies under the FBCA and the FRLCA, as applicable, shall cease upon the filing of Articles of Merger with the Florida Department of State (the "Articles of Merger").

1.2 Approval of the Mergers. The Merging Shareholders and Merging Directors and the Surviving Shareholder and Surviving Directors have approved this Agreement and the Articles of Merger for the Merging Companies and for the Surviving Corporation, respectively.

1.3 Effective Date and Effective Time. The Articles of Merger shall be executed, delivered and filed, as applicable, with the Florida Department of State in accordance with the provisions of the FRLCA and the FBCA, as applicable, as soon as practicable following the execution of this Agreement. The Merger shall become effective on the date upon which the Articles of Merger are

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filed with the Florida Department of State (such date and time being referenced to herein as the "Merger Effective Date" and the "Merger Effective Time," respectively).

1.4 Effect of the Merger. At the Merger Effective Time and without any further action on the part of the Surviving Corporation, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of the Merging Companies; and all of the rights, privileges, powers and franchises of the Merging Companies, and all property, real, personal and mixed, and all debts due to the Merging Companies on whatever account, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Merging Companies; and the title to any real estate, vested by deed or otherwise, under the laws of the State of Florida or otherwise, shall not revert or in any way be impaired by reason of the Merger; provided, that all debts, liabilities and duties of the Merging Companies, and all rights of creditors and all liens upon any property of the Merging Companies shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

1.5 Charter and Bylaws of the Surviving Corporation. From and after the Merger Effective Time, the Articles of Incorporation of the Surviving Corporation (the "Surviving Corporation Charter") and the Bylaws of the Surviving Corporation (the "Surviving Corporation Bylaws") in effect immediately prior to the Merger Effective Time, shall be the charter and operating agreement, respectively, of the Surviving Corporation, unless and until altered, amended or repealed as provided in the Surviving Corporation Charter or Surviving Company Bylaws.

1.6 Shareholder and Officers of the Surviving Corporation. The Surviving Shareholder and officers of the Surviving Corporation immediately prior to the Merger Effective Time shall be the Surviving Shareholder and officers, respectively, of the Surviving Corporation and will hold such office from the Merger Effective Time until their respective successors are duly elected and qualified in the manner provided in the charter and operating agreement of the Surviving Corporation, or as otherwise provided by law.

## ARTICLE II

### CONVERSION AND EXCHANGE OF SECURITIES

2.1 Conversion of Interests. At the Merger Effective Time, all of the then outstanding shares of capital stock or membership interests, as applicable, of the Merging Companies shall, by virtue of the Merger and without any action on the part of the Surviving Shareholder, be converted into and become all of the shares of capital stock of the Surviving Corporation.

## ARTICLE III

### MISCELLANEOUS

3.1 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware without regard to the conflicts of law rules thereof.

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3.2 Headings. The headings in this Agreement are inserted for convenience only and shall not constitute a part hereof.

3.3 Severability. If any provision of this Agreement is held by a court of competent jurisdiction to be contrary to law, then the remaining provisions of this Agreement, as applicable, if capable of substantial performance, shall remain in full force and effect.

3.4 Third Party Beneficiaries. This Agreement is not intended to confer upon any other person or entity, other than the parties hereto, any rights or remedies.

3.5 Authorization. The Merging Shareholders and Merging Directors and the Surviving Shareholder and Surviving Directors are hereby authorized, empowered, and directed to do any and all acts and things, and 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 effectuate or consummate any of the provisions of this Agreement or of the Merger herein provided for.

3.6 Modification or Amendment. Subject to the applicable provisions of the FRLCA and FBCA, the parties hereto may modify or amend this Agreement by unanimous written agreement executed and delivered by duly authorized officers or representatives of the respective parties.

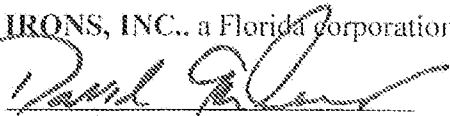
3.7 Termination. This Agreement may be terminated and abandoned by the unanimous consent of the Merging Shareholders and the Surviving Shareholder at any time before the Merger Effective Date, as applicable.

*[Signatures on the following page]*

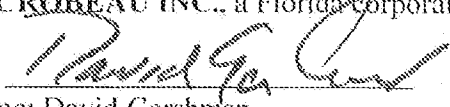
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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed on its behalf and attested by its officers thereunto duly authorized, all as of the date first above written.

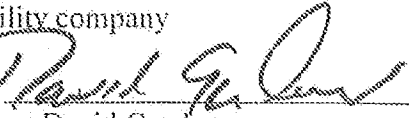
FK IRONS, INC., a Florida corporation

By:   
Name: David Gershman  
Title: Executive Vice President, Secretary,  
and General Counsel

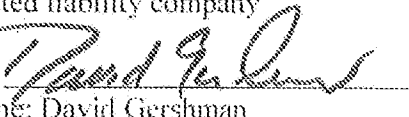
MICROBEAU INC., a Florida corporation

By:   
Name: David Gershman  
Title: Executive Vice President, Secretary,  
and General Counsel

DARKLAB TATTOO SUPPLY  
COMPANY, LLC., a Florida limited  
liability company

By:   
Name: David Gershman  
Title: Executive Vice President, Secretary,  
and General Counsel

INTERNATIONAL PERMANENT  
COSMETICS SHOW, LLC, a Florida  
limited liability company

By:   
Name: David Gershman  
Title: Executive Vice President, Secretary,  
and General Counsel

[Signature Page to Agreement and Plan of Merger]

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