

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/01/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PROFOUND BEAUTY LLC		12/01/2010	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	XANIA LABS, INC.
Street Address:	32-02 Queens Boulevard
City:	Long Island City
State/Country:	NEW YORK
Postal Code:	11101
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Registration Number:	3119622	0595
Registration Number:	3132140	1000
Registration Number:	3089764	1090
Registration Number:	3108964	2080
Registration Number:	3135183	4060
Registration Number:	3079174	6040
Registration Number:	3147702	8020
Registration Number:	3126010	9010
Registration Number:	2895446	5 NINETY FIVE
Registration Number:	2893271	5 NINETY-FIVE
Registration Number:	2923836	ABILITY
Registration Number:	2988197	ARCTIC ATMOSPHERE

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 REEL: 004423 FRAME: 0821**

Registration Number:	2974672	ARCTIC ATMOSPHERE
Registration Number:	3842959	ARCTIC STRAIGHT
Registration Number:	3584764	ATMOSPHERE
Registration Number:	3842958	DESERT VOLUME
Registration Number:	3473580	GLOSSARY
Registration Number:	3276046	HUSH
Registration Number:	2946809	INVENTOR
Registration Number:	3474080	
Registration Number:	2851782	PROFOUND
Registration Number:	3169044	PROFOUND
Serial Number:	77621161	PROFOUND BEAUTY
Registration Number:	3276450	RELATIVE HUMIDITY
Serial Number:	77619554	SKINSYNC
Registration Number:	3076822	TROPICAL ATMOSPHERE

CORRESPONDENCE DATA

Fax Number: (617)607-9084
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (860) 275-0523
Email: mabucci@daypitney.com, acantor@daypitney.com,
nytrademark@daypitney.com, edugan@daypitney.com
Correspondent Name: Michael A. Bucci, Esq., Day Pitney LLP
Address Line 1: 242 Trumbull Street
Address Line 4: Hartford, CONNECTICUT 06103-1212

ATTORNEY DOCKET NUMBER:	407441-117900
NAME OF SUBMITTER:	Michael A. Bucci
Signature:	/michael bucci/
Date:	12/02/2010

Total Attachments: 3
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STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on December 1, 2010.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

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**CSC 45
DRAW DOWN**

**CERTIFICATE OF MERGER
OF
PROFOUND BEAUTY LLC
WITH AND INTO
XANIA LABS, INC.**

Under Section 904-A of the Business Corporation Law

It is hereby certified, upon behalf of each of the constituent entities herein named, as follows:

FIRST: The name and jurisdiction of incorporation or organization of each of the entities that are parties to the merger are as follows:

<u>Name</u>	<u>Jurisdiction of incorporation/formation</u>
Profound Beauty LLC	Delaware
Xania Labs, Inc.	New York

SECOND: The date when the certificate of incorporation of the domestic constituent entity was filed by the Department of State is as follows:

<u>Name of Entity</u>	<u>Date of Incorporation</u>
Xania Labs, Inc.	September 28, 2010

THIRD: The initial formation documents of Profound Beauty LLC were filed with the Secretary of State of the State of Delaware on December 21, 2006 and the date when its application for authority was filed by the Department of State was January 30, 2007 under the fictitious name PROFOUND BEAUTY LLC (DE)

FOURTH: An Agreement and Plan of Merger (the "Agreement of Merger") by and between Xania Labs, Inc. and Profound Beauty LLC, dated as of December 1, 2010, pursuant to which Profound Beauty LLC shall merge with and into Xania Labs, Inc., has been approved, executed and acknowledged by Xania Labs, Inc. and Profound Beauty LLC.

FIFTH: The name of the surviving corporation is: Xania Labs, Inc. (the "Surviving Company").

SIXTH: The effective date of the merger shall be the 1st day of December, 2010.

SEVENTH: The merger is permitted by the jurisdiction of formation of the foreign constituent entity and is in compliance therewith.

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EIGHTH: The Agreement of Merger is on file at the place of business of the Surviving Corporation and the address thereof is 32-02 Queens Blvd, Long Island City, NY 11101.

NINTH: A copy of the Agreement of Merger will be furnished by the Surviving Company, on request and without cost, to any stockholder or member, as applicable, of the constituent entities that are to merge pursuant to such agreement.

Signed on December 1, 2010

XANIA LABS, INC.

By: /s/ Lawrence Weinstock
Name: Lawrence Weinstock
Title: Vice President - Finance

PROFOUND BEAUTY LLC

By: /s/ Barbara Novick
Name: Barbara Novick
Title: Vice President- Administration,
Secretary & Treasurer /
Authorized Person

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