

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
Merz Aesthetics, Inc.		06/28/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Merz North America, Inc.		
Street Address:	4215 Tudor Lane		
City:	Greensboro		
State/Country:	NORTH CAROLINA		
Postal Code:	27410		
Entity Type:	CORPORATION: NORTH CAROLINA		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Serial Number:	85180123	AESTHETIC EXCLUSIVES	
Serial Number:	77212446	BIOFORM MEDICAL	
Serial Number:	74603290	COAPTITE	
Serial Number:	85450597	IT JUST GETS BETTER	
Serial Number:	76570514	RADIESSE	
Serial Number:	85421095	STAND & DELIVER ASCLERA HONORS WOMEN WHO	
Serial Number:	85421100	STAND AND DELIVER	
CORRESPONDENCE DATA			
Fax Number:	3032680065		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	303-268-0066		
Email:	esalacinski@sbiplaw.com		
Correspondent Name:	Swanson & Bratschun, L.L.C.		
Address Line 1:	8210 Southpark Terrace		
Address Line 4:	Littleton, COLORADO 80120		

OP \$190.00 85180123

ATTORNEY DOCKET NUMBER:	0305 TM NAME CHANGE
NAME OF SUBMITTER:	James L. Brown, #48,576
Signature:	/James L. Brown/
Date:	08/20/2013
Total Attachments: 3 source=Articles of Incorporation#page1.tif source=Articles of Incorporation#page2.tif source=Articles of Incorporation#page3.tif	

MERZ NORTH AMERICA, INC.

**ARTICLES OF INCORPORATION
INCLUDING ARTICLES OF CONVERSION**

Pursuant to §55-2-02 and § 55-11A-03 of the General Statutes of North Carolina, the undersigned converting business entity does hereby submit these Articles of Incorporation Including Articles of Conversion (the "Articles") for the purpose of forming a North Carolina business corporation:

1. The name of the resulting corporation is Merz North America, Inc. The corporation is being formed pursuant to a conversion of another business entity.
2. The name of the converting business entity is Merz Aesthetics, Inc., and the organization and internal affairs of the converting business entity are governed by the laws of the State of Delaware. A plan of conversion has been approved by the converting business entity as required by law.
3. The converting business entity is a foreign corporation.
4. The total number of shares of stock which the corporation shall have authority to issue is One Hundred (100) shares of Common Stock, \$0.001 par value per share.
5. The street address and mailing address of the initial registered office of the corporation is 327 Hillsborough Street, Raleigh, North Carolina 27603. The name of the initial registered agent is Corporation Service Company.
6. The principal office address and mailing address of the principal office of the corporation is 4215 Tudor Lane, Greensboro, Guilford County, North Carolina 27410.
7. The name of the incorporator is William Edwards. The address of the incorporator is 4215 Tudor Lane, Greensboro, Guilford County, North Carolina 27410.
8. A director of the corporation shall not be personally liable to the corporation or otherwise for monetary damages for breach of any duty as a director, except for liability with respect to (i) acts or omissions that the director at the time of such breach knew or believed were clearly in conflict with the best interests of the corporation; (ii) any liability under N.C. Gen. Stat. §55-8-33 for unlawful distribution; or (iii) any transaction from which the director derived an improper personal benefit. If the North Carolina Business Corporation Act is amended to authorize corporate action for further eliminating or limiting personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the North Carolina Business Corporation Act, as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any

right or protection of a director of the corporation existing at the time of such repeal or modification.

9. The provisions of Article 9 and Article 9A of the North Carolina Business Corporation Act, entitled "The North Carolina Shareholder Protection Act" and "The North Carolina Control Share Acquisition Act," respectively, shall not be applicable to the corporation.

10. To the extent permitted by the North Carolina General Statutes, any action required or permitted to be taken at a meeting of the shareholders may be taken without a meeting and without prior notice, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote thereon were present and voted. A shareholder's consent to action taken without meeting may be by electronic mail or in any other electronic form and delivered by electronic means. Except as expressly set forth in these Articles, if shareholder approval is obtained by action without meeting for (i) an amendment to the Corporation's articles of incorporation, (ii) a plan of merger or share exchange, (iii) a plan of conversion, (iv) the sale, lease, exchange or other disposition of all, or substantially all, of the Corporation's property, or (v) a proposal for dissolution, the Corporation shall not be required to give any shareholder notice of the proposed action at any time before the action is taken.

11. These Articles will be effective at 12:01 a.m. on July 1, 2013.

[signature page follows]

This the 28th day of June, 2013.

A handwritten signature in cursive script, appearing to read "William Edwards", written in black ink.

William Edwards, Incorporator