

PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

EPAS ID: PAT4563976

SUBMISSION TYPE:	NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	MERGER	
EFFECTIVE DATE:	02/24/2014	
CONVEYING PARTY DATA		
	Name	Execution Date
	DESIGNER MICHAEL TODD, LLC	02/01/2014
RECEIVING PARTY DATA		
Name:	MICHAEL TODD TRUE ORGANICS LP	
Street Address:	648 SW PORT ST. LUCIE BOULEVARD	
City:	PORT ST. LUCIE	
State/Country:	FLORIDA	
Postal Code:	34953	
PROPERTY NUMBERS Total: 1		
	Property Type	Number
	Application Number:	14639575
CORRESPONDENCE DATA		
Fax Number:	(412)566-6099	
<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>		
Phone:	(412)566-6000	
Email:	ipmail@eckertseamans.com	
Correspondent Name:	ECKERT SEAMANS CHERIN & MELLOTT, LLC	
Address Line 1:	600 GRANT STREET	
Address Line 2:	44TH FLOOR	
Address Line 4:	PITTSBURGH, PENNSYLVANIA 15219	
ATTORNEY DOCKET NUMBER:	305276-00035	
NAME OF SUBMITTER:	PHILIP E. LEVY	
SIGNATURE:	/Philip E. Levy/	
DATE SIGNED:	08/24/2017	
Total Attachments: 6		
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STATE OF DELAWARE
CERTIFICATE OF MERGER OF A
FOREIGN LIMITED LIABILITY COMPANY INTO
A DOMESTIC LIMITED PARTNERSHIP

Pursuant to Title 6, Section 17-211 of the Delaware Limited Partnership Act.

First: The name of the surviving Limited Partnership is
Michael Todd True Organics LP, a Delaware Limited Partnership.

Second: The name of the Limited Liability Company being merged into the Limited
Partnership is Designer Michael Todd, LLC
a Foreign Limited Liability Company.

Third: The jurisdiction in which this Limited Liability Company was formed is
Florida

Fourth: The agreement of merger or consolidation has been approved and executed by
each of the business entities which is to merge or consolidate.

Fifth: The name of the surviving Limited Partnership is
Michael Todd True Organics LP

Sixth: An agreement of merger or consolidation is on file at a place of business of the
surviving Delaware Limited Partnership and the address thereof is
648 SW Port St. Lucie Blvd, Port St. Lucie, FL 34953

Seventh: A copy of the agreement of merger or consolidation will be furnished by the
surviving Limited Partnership, on request and without cost, to any partner of any
domestic limited partnership or any person holding an interest in any other business
entity which is to merge or consolidate.

IN WITNESS WHEREOF, said Limited Partnership has caused this certificate to be
signed by its general partner(s), this 21st day of February
A.D. 2014

MTTO LLC, general partner

By Lewis M. Hendler
Lewis M. Hendler, President

Name: LEWIS M. HENDLER
Print or type

PLAN OF MERGER
merging

Designer Michael Todd, LLC
(a Florida limited liability company)

with and into

Michael Todd True Organics LP
(a Delaware limited partnership)

RECITALS

A. Designer Michael Todd, LLC (the "**Merging Entity**") is a Florida limited liability company, duly organized, validly existing and in good standing under the laws of the State of Florida.

B. Michael Todd True Organics LP (the "**Surviving Entity**") is a Delaware limited partnership, duly organized and validly existing under the laws of the State of Delaware.

C. Section 17-211 of the Delaware Revised Uniform Limited Partnership Act (the "**Act**") authorizes the merger of a foreign limited liability company with and into a Delaware limited partnership.

D. The Board of Managers of the Merging Entity shall adopt resolutions approving this Plan of Merger in accordance with the Act and the operating agreement of the Merging Entity.

E. The General Partner of the Surviving Entity shall adopt resolutions approving this Plan of Merger in accordance with the Act.

Article I

General

1.01 *The Merger.* The Merging Entity and the Surviving Entity shall effect a merger (the "**Merger**") in accordance with and subject to the terms and conditions of this Plan of Merger (this "**Plan**"). At the Effective Time (as defined in Section 1.02 hereof), the Merging Entity shall be

merged with and into the Surviving Entity, and the separate existence of the Merging Entity, except insofar as it may be continued by law, shall cease, all with the effect provided in the Act.

1.02 *Effectiveness.* A Certificate of Merger, and such other documents and instruments as are required by, and complying in all respects with, the Act shall be delivered to the appropriate Delaware state officials for filing. The Merger shall become effective as of the date of filing of such Certificate of Merger with the Secretary of the State of Delaware (the "Effective Time").

1.03 *Further Assurances.* If at any time the Surviving Entity, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Entity its rights, title and interest in, to or under any of the rights, properties or assets of the Merging Entity acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan, the Merging Entity and its members shall be deemed to have granted to the Surviving Entity an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Entity and otherwise to carry out the purposes of this Plan; and the proper officers of the Surviving Entity are fully authorized in the name of the Merging Entity or otherwise to take any and all such action.

1.04 *Amendment of Plan.* Notwithstanding prior approval of this Plan, this Plan may be amended, modified or supplemented by resolution of the Board of Managers of the Merging Entity and the General Partner of the Surviving Entity, at any time on or before filing of Certificate of Merger embodying this Plan in the offices of the Delaware Secretary of State.

1.05 *Termination.* Notwithstanding prior approval of this Plan, this Plan may be terminated at any time on or before the Effective Time by resolution of the General Partner of the Surviving Entity or the Board of Managers of the Merging Entity.

Article II

Equity

2.01 *Merger Consideration.* At the Effective Time, and subject to Section 3.01 below, the existing limited partnership interests of the Surviving Entity shall be cancelled and each limited liability company interest of the Merging Entity issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be converted into limited partnership interests in the relative percentages set forth below:

Lewis M. Hendler, limited partner	45.90%
Lalia Friend, limited partner	0.30%
R L Consulting, LLC, limited partner	2.60%
Jose Hernandez and Anastasia Hernandez, h/w, limited partner	4.6%
AIM Trust, limited partner	45.60%
Limited Partnership Interests	99.00%
MITO LLC, general partner	1.00%

Article III

Miscellaneous Provisions

3.01 *Governing Documents.* The Certificate of Limited Partnership and the Limited Partnership Agreement of the Surviving Entity shall be unaffected by the Merger, but may be changed after the Effective Time in accordance with Certificate of Limited Partnership and the Limited Partnership Agreement of the Surviving Entity and applicable law. As a condition of

receiving an interest in the Surviving Entity, each member of the Merging Entity must execute and deliver to the General Partner of the Surviving Entity the Admission Agreement attached to this Plan of Merger as Exhibit A.

3.02 *Tax Identification Number.* In accordance with Internal Revenue Section 708(b)(2)(A), the Surviving Entity shall succeed to and continue to use the tax identification number of the Merging Entity.

3.03 *Officers and Directors.* The officers of the Surviving Entity shall be unaffected by the Merger and each such officer shall maintain their office until death, resignation or removal in accordance and pursuant to the Limited Partnership Agreement of the Surviving Entity of the Surviving Entity and applicable law.

Signature Page Follows

IN WITNESS WHEREOF, the parties have executed this Plan of Merger this

February 1, 2014.

MICHAEL TODD TRUE ORGANICS LP,
a Delaware limited partnership
By: MTTO LLC

By: [Signature]
Name: LEWIS HENDLER
Title: PARS

DESIGNER MICHAEL TODD, LLC
a Florida limited liability company

By: [Signature]
Name: LEWIS HENDLER
Title: PARS

(NY2167921)

Signature page Plan of Merger