

**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
GF Phoenix Corp.		10/09/2009	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Airborne, Inc.
Street Address:	767 Fifth Avenue
Internal Address:	46th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10153
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Registration Number:	1953427	AIRBORNE
Registration Number:	3162319	AIRBORNE
Registration Number:	3162312	AIRBORNE JR.
Registration Number:	3162321	AIRBORNE JR.
Registration Number:	3162310	NEXT TIME, 'PLOP' THE AIRBORNE!
Registration Number:	3162311	TAKE AIRBORNE
Registration Number:	3236241	AIRBORNE FORMULA
Registration Number:	3236248	AIRBORNE FORMULA
Registration Number:	3236239	AIRBORNE GUMMI LOZENGES
Registration Number:	3416129	AIRBORNE ON-THE-GO
Registration Number:	3410880	AIRBORNE NIGHTTIME
Registration Number:	3366385	AIRBORNE POWER PIXIES

**CORRESPONDENCE DATA**

**900147291**

**TRADEMARK  
 REEL: 004093 FRAME: 0924**

**CH \$315.00 1953427**

Fax Number: (973)597-2400

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Email: kbarberi@lowenstein.com

Correspondent Name: Lowenstein Sandler PC

Address Line 1: 65 Livingston Avenue

Address Line 4: Roseland, NEW JERSEY 07068

ATTORNEY DOCKET NUMBER:	23319-2
NAME OF SUBMITTER:	Vanessa A. Ignacio
Signature:	/Vanessa A. Ignacio/
Date:	11/10/2009

**Total Attachments: 4**

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# Delaware

PAGE 1

*The First State*

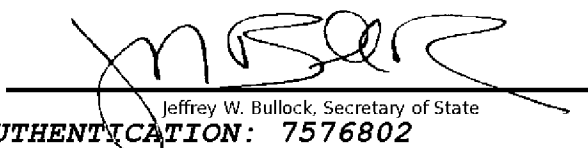
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GF PHOENIX CORP.", CHANGING ITS NAME FROM "GF PHOENIX CORP." TO "AIRBORNE, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF OCTOBER, A.D. 2009, AT 1:55 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4728085 8100

090925084



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7576802

DATE: 10-09-09

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

TRADEMARK  
REEL: 004093 FRAME: 0926

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**GF PHOENIX CORP.**

**(Pursuant to Section 242 of the Delaware General Corporation Law)**

GF PHOENIX CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

**FIRST:** The name of the corporation is GF Phoenix Corp. (the "Corporation").

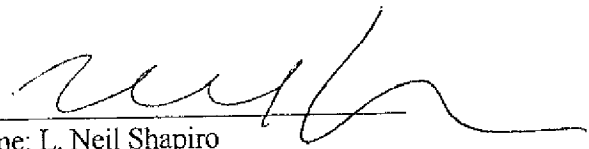
**SECOND:** The Certificate of Incorporation of the Corporation is hereby amended by striking out Article First thereof in its entirety and by substituting in lieu of said Article the following new Article:

"FIRST: The name of the corporation is Airborne, Inc."

**THIRD:** The amendment of the Certificate of Incorporation herein has been duly adopted and written consent has been given in accordance with the provisions of Sections 141(f), 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this 9th day of October, 2009.

**GF PHOENIX CORP.**

By:   
Name: L. Neil Shapiro  
Title: Co-President

**DISCLOSURE SCHEDULE**

**Section 3.9 – Intellectual Property**

**With respect to subsection (a):**

**TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS:**

**United States Registered Trademarks:**

Mark: AIRBORNE  
Registration Number: 1953427  
Registration Date: January 30, 1996  
Owner: Airborne Health, Inc.

Mark: *Airborne*  
Registration Number: 3162319  
Registration Date: October 24, 2006  
Owner: Airborne Health, Inc.

Mark: AIRBORNE JR.  
Registration Number: 3162312  
Registration Date: October 24, 2006  
Owner: Airborne Health, Inc.

Mark: *Airborne Jr.*  
Registration Number: 3162321  
Registration Date: October 24, 2006  
Owner: Airborne Health, Inc.

Mark: NEXT TIME, 'PLOP' THE AIRBORNE!  
Registration Number: 3162310  
Registration Date: October 24, 2006  
Owner: Airborne Health, Inc.

Mark: TAKE AIRBORNE  
Registration Number: 3162311  
Registration Date: October 24, 2006  
Owner: Airborne Health, Inc.

Mark: AIRBORNE FORMULA  
Registration Number: 3236241  
Registration Date: May 1, 2007  
Owner: Airborne Health, Inc.



Mark:  
Registration Number: 3236248  
Registration Date: May 1, 2007  
Owner: Airborne Health, Inc.

Mark: AIRBORNE GUMMI LOZENGES  
Registration Number: 3236239  
Registration Date: May 1, 2007  
Owner: Airborne Health, Inc.

Mark: AIRBORNE ON-THE-GO  
Registration Number: 3416129  
Registration Date: April 22, 2008  
Owner: Airborne Health, Inc.

Mark: AIRBORNE NIGHTTIME  
Registration Number: 3410880  
Registration Date: April 8, 2008  
Owner: Airborne Health, Inc.

Mark: AIRBORNE POWER PIXIES  
Registration Number: 3366385  
Registration Date: January 8, 2008  
Owner: Airborne Health, Inc.

**Foreign Trademarks: Registrations and Pending Applications**

**AUSTRALIA:**

Mark: AIRBORNE  
Registration Number: 762303  
Registered from: May 15, 1998  
Entered on Register: October 16, 1998  
Owner: Airborne Health, Inc.

Mark: *Airborne*  
Registration Number: 1158413  
Registered from: January 25, 2007  
Entered on Register: December 4, 2007  
Owner: Airborne Health, Inc.