

06-01-1998

REGISTRATION FORM COVER SHEET TRADEMARKS ONLY

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Tab
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100724249

and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Vitamin Specialties Corp.

2. Name and address of receiving party(ies):

Name: HealthRite, Inc

Internal Address:

Street Address: 8200 Ogontz Avenue

City: Wyncote

State: PA ZIP: 19095

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: July 17, 1995

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,880,352

1,880,353

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Stephen L. Baker

Internal Address:

05/29/1998 DCOATES 00000102 1880352

01 FC:481	40.00 OP
02 FC:482	25.00 OP

Street Address: 359 East Main Street

City: Somerville State: NJ ZIP: 08876

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Stephen L. Baker

Name of Person Signing

Signature

May 14, 1998

Date

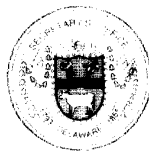
REEL: 1733 FRAME: 0372

Total number of pages comprising cover sheet: 1

1

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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 "VITAMIN SPECIALTIES CORP.", CHANGING ITS NAME FROM "VITAMIN SPECIALTIES CORP." TO "HEALTHRITE INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JULY, A.D. 1995, AT 2:01 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2195555 8100

981133349

AUTHENTICATION: 9016070

DATE: 04-07-98
TRADEMARK

REEL: 1733 FRAME: 0373

Certificate of Amendment of the Certificate of Incorporation
of
Vitamin Specialties Corp.

Adopted in accordance with the provisions of Section 242
of the General Corporation Law of the State of Delaware

It is hereby certified that:

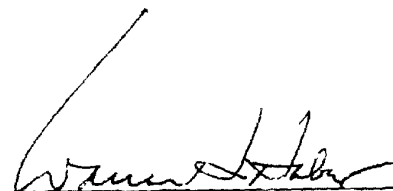
1. The name of the corporation (hereinafter called
the "Company") is Vitamin Specialties Corp.

2. The Certificate of Incorporation of the Company is
hereby amended by deleting the first sentence of Section 1
thereof and by substituting in lieu of said sentence the
following new sentence:

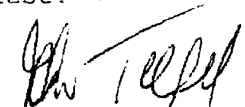
"Section 1. Name. The name of the corporation is
HealthRite Inc."

IN WITNESS WHEREOF, the Company has caused this
Certificate to be executed on its behalf by Warren H. Haber, its
Chairman of the Board and by John L. Teeger, its Secretary,
hereby declaring and certifying that this is the act and deed of
the Company and that, to the best of their knowledge, the facts
stated herein are true.

Dated as of July 17, 1995


Warren H. Haber
Chairman of the Board

Attest:


John L. Teeger
Secretary

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