

MRD 6-22-98

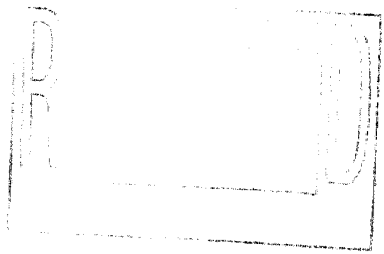
06-23-1998



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HEET

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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Nutro Laboratories, Inc. 650 Hadley Road South Plainfield NJ 07080-2477</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-New Jersey <input type="checkbox"/> Other: _____</p>	<p>2. Name and address of receiving party(ies): Nutrition Headquarters (DE), Inc. 90 Orville Drive Bohemia NY 11716</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-Delaware</p>
<p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: April 20, 1998</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s): See Appendix B A. Trademark Application No.(s): See Appendix B</p>	<p>B. Trademark registration No.(s): See Appendix B Additional numbers attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Daniel Kegan Kegan & Kegan, Ltd. 79 W. Monroe #1320 Chicago IL 60603-4969 312-782-6495 Fax: 312-782-6494</p>	<p>6. Total number of applications and registrations 3</p> <p>7. Total fee (37 CFR 3.41):\$90.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>If the filing fee is greater than the amount on the enclosed check, please debit Kegan & Kegan, Ltd.'s PTO Deposit Account for the difference.</p> <p>8. Deposit account number: #11-0330 (Attach duplicate copy of this page if paying by deposit accounts)</p>
<p>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.</p> <p>Name of Person Signing: Diane S. Lidman June 17, 1998</p> <p>Signature: </p> <p>Total Number of pages comprising cover sheet: 6</p> <p>/W306/ls/6Nov92/ PTO-1594</p>	

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APPENDIX B
Nutro Laboratories, Inc. Trademark Records

Trademark	Class	Goods/Services	® or Sn	Issue/File Date
COLD COMFORT	5 Int	Dietary supplement tablets	Sn75-219,640	30Dec96 Filed 29May98 Lapsed by Pto error - awaiting reinstatement
NUTRO & Design (Mortar & Pestle)	5 Int	Vitamins and nutritional supplements	®1,837,676	31May94 Issued
OPTI-MULTI	5 Int	Nutritional Supplements	®2,020,811	3Dec96 Issued

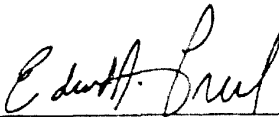
State of Delaware
Office of the Secretary of State

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 MERGER, WHICH MERGES:

"NUTRO LABORATORIES, INC.", A NEW JERSEY CORPORATION,
WITH AND INTO "NUTRITION HEADQUARTERS (DE), INC." UNDER THE NAME OF "NUTRITION HEADQUARTERS (DE), INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF APRIL, A.D. 1998, AT 4:15 O'CLOCK P.M.

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





Edward J. Freel, Secretary of State

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AUTHENTICATION: 9036043

DATE

TRADEMARK 04-21-98

REEL: 1743 FRAME: 0417

CERTIFICATE OF MERGER

MERGING

NUTRO LABORATORIES, INC.
(a New Jersey Corporation)

WITH AND INTO

NUTRITION HEADQUARTERS (DE), INC.
(a Delaware Corporation)

Pursuant to Section 252 of the
General Corporation Law of the State of Delaware

NUTRITION HEADQUARTERS (DE), INC., a corporation formed under the laws of the State of Delaware ("Merger Sub"), which desires to effect the merger (the "Merger") of NUTRO LABORATORIES, INC., a New Jersey corporation ("Nutro") with and into Merger Sub DOES HEREBY CERTIFY AS FOLLOWS:

1. The name and state of incorporation of each of the constituent corporations are:

- a. NUTRO LABORATORIES, INC., a New Jersey corporation; and
- b. NUTRITION HEADQUARTERS (DE), INC., a Delaware corporation.

2. That an Agreement and Plan of Merger dated as of April 1, 1998 (as amended, the "Merger Agreement") between Nutro and Merger Sub and the other parties named therein has been approved, adopted, certified, executed and acknowledged by each of Nutro and Merger Sub in accordance with Section 252(c) of the General Corporation Law of the State of Delaware (the "DGCL").

3. That the name of the surviving business entity is: NUTRITION HEADQUARTERS (DE), INC.

4. That the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

5. That an executed copy of the Merger Agreement is on file at the principal place of business of the surviving corporation at the following address:

NUTRITION HEADQUARTERS(DE), INC.
90 Orville Drive
Bohemia, New York 11716

6. That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request, and without cost, to any shareholder of Nutro or the Surviving Corporation.

7. That the authorized capital stock of Nutro is 100 shares, common stock, no par value.

IN WITNESS WHEREOF, the undersigned affirms, under penalties of perjury, that this Certificate of Merger is the act and deed of NUTRITION HEADQUARTERS (DE), INC. and that all facts stated herein are true.

NUTRITION HEADQUARTERS (DE), INC.


By:



Name: SCOTT R. KOCOPEA

Title: PRESIDENT

ATTEST:



HARVEY KAMIL, Secretary