

MRD 6-22-9.

06-23-1998



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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): Nutrition Headquarters, Inc. One Nutrition Plaza Carbondale IL 62901</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-Delaware  <input type="checkbox"/> Other: _____</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>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>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) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s): See Appendix A          A. Trademark Application No.(s): See Appendix A</p>	<p>B. Trademark registration No.(s): See Appendix A          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 &amp; 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: 38</p> <p>7. Total fee (37 CFR 3.41): .....\$965.00  <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 &amp; Kegan, Ltd.'s PTO Deposit Account for the difference.</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>Total Number of pages comprising cover sheet: 8</p>	<p>8. Deposit account number: #11-0330          (Attach duplicate copy of this page if paying by deposit accounts)</p> <p>Signature: <u>Diane S. Lidman</u></p>

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01 FC:481  
02 FC:48240.00 DP  
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TRADEMARK  
REEL: 1743 FRAME: 0453

**APPENDIX A**  
**Nutrition Headquarters, Inc. Trademark Records**

Trademark	Class	Goods/Services	® or Sn	Issue/File
CALMERDAY	5 Int	Nutritional supplements	®1,938,546	28Nov95 Issued
CEE-PLEX	5 Int	Medicinal and nutritional supplements	®1,107,727	5Dec78 Issued
CITRI FRESH	5 Int	Odor eliminator for use in residential or commercial environments	®1,756,392	9Mar93 Issued
COLON-TIME	5 Int	Food supplement	®1,902,357	4Jul95 Issued
DERMA TIME	3 Int	Skin conditioning lotion	®881,387	25Nov69 Issued
Design (full page ad)	42 Int	Mail, phone, and fax order services for vitamin, mineral, nutritional, and dietary supplements, for cosmetics, jewelry, wallets, housewares, kitchen accessories, hand tools, health aids, health foods, clothing accessories.	Sn75-283,677	29Apr97 Filed
ENERGIN	5 Int	Nutritional supplements	Sn75-315,963	27Jun97 Filed
FEM-TIME	5 Int	Food supplements	®1,900,317	20Jun95 Issued
GAR-TABS	5 Int	Nutritional supplements	®1,794,641	28Sep93 Issued
GARLO-TIME	5 Int	Food supplements	®1,881,823	7Mar95 Issued
HEALTH'S FINEST	5, 35 Int	Nutritional Supplements, Dietary Supplements, Vitamins, Analgesics, Antihistamines, Dietary herbal supplements, Diuretic preparations, Dental polish, Dental rinse, eye drops, baby food, medicated foot powder, dietary supplements for pets, household room deodorizer (5); Mail and phone order services for Nutritional Supplements, Dietary Supplements, Vitamins, Analgesics, Antihistamines, Dietary herbal supplements, Diuretics, Dental polish, Dental rinse, eye drops, contact lens solution, baby food, medicated foot powder, dietary supplements for pets, household room deodorizer, fruit based snacks, health beauty and personal aids (35)	Sn75-263,201	25Mar97 Filed
HEARTLAND	5 Int	Nutritional and dietary supplements	®1,854,009	13Sep94 Issued

HEARTLAND HEALTH	35 Int	Mail order services featuring food supplements, nutritional supplements, dietary supplements, cosmetics, soap, beauty aids, health aids, books, food, drinks, teas, juices, pet foods, pet drinks, herbs, baby food, baby powder, over the counter drugs, diet products, personal care products, dental hygiene products, foot care products, eye care products, hair care products, laxatives, jewelry, kitchen and cooking aids, housewares, eye glasses, household cleaner, and household deodorizer.	Sn75-191,065	1Nov96 Filed
HOMOCYSTEINE FIGHTERS	5 Int	Dietary supplements	Sn75-483,632	12May98 Filed
I-VITA	5 Int	Medicinal and nutritional supplements	@1,197,653	15Jun82 Issued
IRON-EZE	5 Int	Dietary food supplements	@2,160,203	26May98 Issued
KEY TO LIFE	5 Int	Nutritional supplements and health aids	Sn75-140,186	23Jul96 Filed
KLORO-TIME	5 Int	Food supplements	@1,900,316	20Jun95 Issued
LEC E TIME	5 Int	Food supplements	@1,876,304	31Jan95 Issued
LECIGEN	5 Int	Medicinal and nutritional supplements	@1,097,895	1Aug78 Issued
LIFE'S FINEST	5 Int	Vitamins	@1,835,118	10May94 Issued
LIFE'S FINEST	5, 29, 30, 32 Int	Dietary supplements; diet products, namely diet capsules and pills; herbal supplements in capsule, tablet, and powder form; dietary supplements for pets (5); dried fruits; fruit-based snacks; candy bars (29); breakfast cereals; cereal-based snacks (30); fruit juices (32).	Sn74-565,539	25Aug94 Filed
MEGA-TIME	5 Int	Medicinal and Nutritional supplements	@1,281,231	12Jun84 Issued
MORE	5 Int	Nutritional supplements	@2,082,717	29Jul97 Issued
NATURE TIME	5 Int	Medicinal and nutritional supplements	@1,187,334	26Jan82 Issued

NHQ	5, 35 Int	Housemark for a full Line of nutritional supplements. dietary supplements, food supplements, and vitamins (5). Mail order and telephone shop-at-home services featuring food supplements, dietary supplements. nutritional supplements, vitamins, cosmetics, soap, beauty aids, health aids, books, food, drinks, teas, juices, pet foods, pet drinks, herbs, baby food, baby powder, over the counter drugs, diet products, personal care products, dental hygiene products, foot care products, eye care products, hair care products, laxatives, jewelry, kitchen and cooking aids, housewares, eye glasses, household cleaner, and household deodorizer (35).	@2,152,276	21Apr98 Issued
NUTRI-TIME	5 Int	Medicinal and nutritional supplements	@686,176	6Oct99 Issued
NUTRITION HEADQUARTERS	5, 42 Int	A full line of food supplements (5); Mail order services featuring food supplements, cosmetics, soap, beauty aids, health aids, books, food, drinks, teas, juices, pet foods, pet drinks, herbs, baby food, baby powder, over the counter drugs, diet products, personal care products, dental hygiene products, foot care products, eye care products, hair care products, laxatives, jewelry, kitchen and cooking aids, housewares, eyeglasses, household cleaner, household deodorizer (42).	@2,010,171	22Oct96 Issued
NUTROFEM	5 Int	Vitamins	@1,776,208	15Jun93 Issued
PREVEN TIME	5 Int	Medicinal and nutritional supplements	@1,219,669	14Dec82 Issued
SILK-LAX	5 Int	Laxative	@1,881,822	7Mar95 Issued
SUPER GARLIC	5 Int	Nutritional supplements	Sn75-076,534	21Mar96 Filed
SUPER-LEENA	5 Int	Medicinal and nutritional supplements	@1,284,932	10Jul84 Issued
TAKE THE OFFENSIVE IN HELPING YOUR HEART	5 Int	Dietary Supplements	Sn 483,499-75	12May98 Filed
TRIO-ZYME	5 Int	Food Supplements	@1,902,358	4Jul95 Issued
ULTIMATE C-1000	5 Int	Food supplement	@1,981,894	25Jun96 Issued

VITAMIN HEADQUARTERS OF AMERICA	35 Int	Mail order catalogue, telephone order, facsimile order, and computer online order services featuring personal care, home care, health and wellness products; pillows, clothing, fitness aids, dietary and nutritional supplements, bed and bath supplies, kitchen aids, household products, garden tools, soaps and cosmetics, automobile and travel accessories, tools and hardware, jewelry, skincare, footcare, books, home medical equipment and supplies, namely wheelchairs, walkers, canes, and handrails. Vitamin and America disclaimed.	Sn75-410,085	23Dec97 Filed
ZINGO	5 Int	Medicinal and nutritional supplements	®1,300,137	16Oct84 Issued
LIFE'S FINEST in European Union	5,30, 35, 42 Int	Pharmaceuticals namely nutritional supplemental; dietary supplements; vitamins; analgesics; antihistamines; diet products; diuretics; dental polish; dental rinse; eyedrops; contact lens solution; baby food; medicated foot powder; dietary supplements for pets; household room deodorizer (5); Staple Foods namely Candy bars, cereals, herbal tablets, herbal capsules, herbal powders, cereal-based snacks (30); Business management services, including assistance and advise in the establishment and management of mail and phone order services for nutritional supplements; dietary supplements; vitamins; analgesics; antihistamines; diet products; diuretics; dental polish; dental rinse; eyedrops; contact lens solution; baby food; medicated foot powder; dietary supplements for pets; household room deodorizer; fruit based snacks; health, beauty and personal aids (35); Technical consultating, assistance and advise in the establishment and management of mail and phone order services, namely for nutritional supplements; dietary supplements; vitamins; analgesics; antihistamines; diet products; diuretics; dental polish; dental rinse; eyedrops; contact lens solution; baby food; medicated foot powder; dietary supplements for pets; household room deodorizer; fruit based snacks; health, beauty and personal aids (42).	Sn 595,504	18Jun97 Filed

*State of Delaware*  
*Office of the Secretary of State*

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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:

"LEE NUTRITION, INC.", A DELAWARE CORPORATION,

"NUTRITION HEADQUARTERS, INC.", A DELAWARE 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 4:16 O'CLOCK P.M.

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



A handwritten signature in dark ink, appearing to read "Edward J. Freel", written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9036073

DATE: 04-21-98  
TRADEMARK  
REEL: 1743 FRAME: 0458

**CERTIFICATE OF MERGER**

**MERGING**

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

**AND**

**LEE NUTRITION, INC.**  
(a Delaware Corporation)

**WITH AND INTO**

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

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Pursuant to Section 251 of the  
General Corporation Law of the State of Delaware

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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 NUTRITION HEADQUARTERS, INC., a Delaware corporation ("Nutrition"), and LEE NUTRITION, INC., a Delaware corporation ("Lee"), 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. NUTRITION HEADQUARTERS, INC., a Delaware corporation;
- b. LEE NUTRITION, INC., a Delaware corporation; and
- c. 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 Nutrition, Lee and Merger Sub and the other parties named therein has been approved, adopted, certified, executed and acknowledged by each of Nutrition, Lee and Merger Sub in accordance with Section 251(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 stockholder of Nutrition, Lee or the Surviving Corporation.

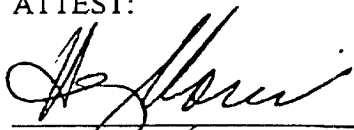
IN WITNESS WHEREOF, the undersigned affirms, under penalties of perjury, that this Certificate of Merger is the act and deed of NUTRITION HEADQUARTERS (DE), INC. and that all facts stated herein are true.

NUTRITION HEADQUARTERS (DE), INC.

By:

  
Name: SCOTT RUDOLPH  
Title: PRESIDENT

ATTEST:

  
HARVEY KAMIL, Secretary