

MRP 616-98

TRADEMAI

07-10-1998

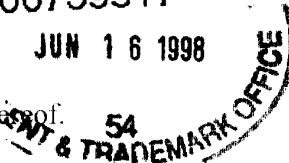
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The Assistant Commissioner for Trademarks  
2900 Crystal Drive  
Arlington, Virginia 22202-3513  
Attention: Box Assignments

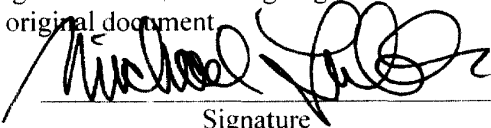


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JUN 16 1998



Please record the attached original documents or copy the copy of.

<p>1. Name of conveying party(ies):  Wakunaga of America Co., Ltd.</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-State <u>Hawaii</u> <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):  Name: <u>Wakunaga of America Co., Ltd.</u> Street Address: <u>23501 Madero</u> City <u>Mission Viejo</u> State <u>California</u> Zip <u>92691-2764</u></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-State <u>California</u> <input type="checkbox"/> Other _____</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger and Change of Name <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>February 10, 1998</u></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</p> <p>(Designation must be a separate document from Assignment)</p> <p>Additional name(s) and address(es) attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s)</p> <p>A. Trademark Application No(s): <u>07/10/1998 DNGUYEN 00000020 1890785</u> See attached list <u>40.00 DP</u> <u>02 FC:482 1350.00 DP</u></p>	<p>B. Trademark Registration No(s): See attached list</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Michael Lublinski</u> <u>Kelley Drye &amp; Warren LLP</u> Street Address: <u>777 South Figueroa Street,</u> <u>Suite 2700</u> City: <u>Los Angeles</u> State: <u>California</u> Zip: <u>90017</u></p>	<p>6. Total number of applications and registrations involved: <u>55</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$1,390.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>11-0404</u> (Attach duplicate copy of this page if paying by deposit account)</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><u>Michael Lublinski</u>  <u>June 11, 1998</u> Name of Person Signing Signature Date</p>	

Total Number of pages including cover sheet, attachments and documents: 10

TRADEMARK

REEL: 1750 FRAME: 0113

WAKUNAGA OF AMERICA CO., LTD.  
TRADEMARK REGISTRATION NUMBERS

<u>Mark</u>	<u>Reg. No.</u>
ACIDOPHILASE	1,890,785
ACIDOPHILASE	2,137,349
ACIDOPHILUS TRIO	1,845,018
A.G.E.	2,134,440
BE SURE	1,834,308
BIOLIC	1,839,827
GARLIC PLUS	1,422,501
GARLIC PLUS	1,429,810
GINGKO-GO	2,010,188
KYO-CHROME	1,853,473
KYO-DOPHILUS	1,559,525
KYO-DOPHILUS	2,135,894
KYO-FLAX	1,897,938
KYO-GINSENG	1,903,347
KYO-GREEN	1,553,111
KYO-GREEN	2,135,895
KYO-LICORICE	1,938,994
KYOLIC	1,207,444
KYOLIC	1,959,083
KYOLIC-EPA	1,861,600
PERFECT SHAPE	1,631,274
PROBIATA	2,086,600
SGP	1,822,286
SOCIABLE GARLIC	1,422,499
THE BEST OF LAND & SEA	2,084,010
THE FRIENDLY TRIO	1,594,840

<u>Mark</u>	<u>Reg. No.</u>
THE FRIENDLY TRIO	2,142,601
THE TRAVELER'S ACIDOPHILUS	2,082,507
WAKUNAGA	2,065,931
Three Diamond Logo	1,884,574
Garlic Bulb Logo	2,137,262
Ginkgo Leaf Logo	2,138,860

WAKUNAGA OF AMERICA CO., LTD.  
TRADEMARK APPLICATION NUMBERS

<u>Mark</u>	<u>Serial No.</u>
AGED GARLIC EXTRACT	75/256050
BABY DOPHILUS	75/365228
BILBERRY-GO	75/433514
BIOFIRM	75/121517
BRAIN FOOD	75/387736
CARDIO•LOGIC	75/363217
DESIGN ONLY	75/406289
ECHINACEA-GO	75/433515
ENTERO•LOGIC	75/363219
GARLIC-GO	75/433513
GASTRO•LOGIC	75/363218
GINSENG-GO	75/359458
GLOBAL HEALTH SOCIETY	75/354329
HEPATO•LOGIC	75/363222
KWAMPOW	75/387735
NEURO•LOGIC	75/282600
PROSTA•LOGIC	75/363216
SALAD-TAB	75/401202
ST. JOHN'S WORT-GO	75/428965
UNA DE GATO-GO	75/428961
URO•LOGIC	75/354328
VISIO•LOGIC	75/363220
WAKUNAGA-KAMPOW	75/387737

# State of California

## SECRETARY OF STATE

*[Handwritten initials]*

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this

*[Faint handwritten text]*



*Bill Jones*

Secretary of State

TRADEMARK

00506463

PLAN AND AGREEMENT OF MERGER

APR - 1 1998

This Plan and Agreement of Merger is entered into between WELLSPRING LABORATORIES INC. (hereinafter referred to as "Surviving Corporation"), a California corporation, and WAKUNAGA OF AMERICA CO., LTD. (hereinafter referred to as "Disappearing Corporation"), a Hawaii corporation, the constituent corporations in this merger.

A. The issued and outstanding stock of the Disappearing Corporation consists of One Hundred Eighty Thousand (180,000) common shares.

B. The issued and outstanding stock of Surviving Corporation consists of One Hundred (100) common shares.

C. WAKUNAGA PHARMACEUTICAL CO., LTD. (hereinafter referred to as "Parent"), a Japan corporation, owns one hundred percent (100%) of the issued and outstanding shares of both the Disappearing Corporation and the Surviving Corporation.

The Surviving Corporation and the Disappearing Corporation agree that (i) the Surviving Corporation and the Disappearing Corporation shall, on the Effective Date of the merger (as defined in this Agreement), be merged into a single corporation, the Surviving Corporation, (ii) upon the merger, the Surviving Corporation shall take the name of Disappearing Corporation, WAKUNAGA OF AMERICA CO., LTD. as its new name, and (iii) they are subject to the terms and conditions of the merger stated in this Agreement.

On the Effective Date, the separate existence of the Disappearing Corporation shall cease and the Surviving Corporation, as the surviving corporation, shall succeed, without other transfer, to all the rights and property of the Disappearing Corporation, and shall be subject to all of the debts and liabilities of the Disappearing Corporation in the same manner as if the Surviving Corporation had itself incurred them.

The effective date of the merger shall be April 1, 1998 (hereinafter referred to as "Effective Date").

By this Agreement, the Article One of the Articles of Incorporation of the Surviving Corporation shall be amended to read as follows:

ONE: The name of this corporation is: WAKUNAGA OF AMERICA CO., LTD.

Otherwise, the Articles of Incorporation of the Surviving Corporation in effect on the Effective Date shall continue in effect until altered or amended as provided by this Agreement or by law. Except as amended by this Agreement, the Bylaws of the Surviving Corporation shall not be altered by this Agreement. The officers and board of directors of the Surviving Corporation shall not be altered by this Agreement.

The shares of the Surviving Corporation outstanding on the Effective Date shall not be changed or converted as a result of the merger, but shall remain outstanding as shares of the Surviving Corporation. The outstanding shares of the Disappearing Corporation shall be cancelled, and no shares of the Surviving Corporation shall be issued in exchange for them.

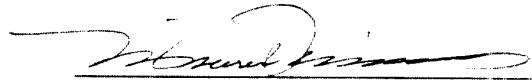
TRADEMARK


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An executed counterpart of this Agreement of Merger and Officers' Certificates of each of the constituent corporations shall be filed in the office of the California Secretary of State.

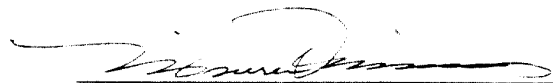
IN WITNESS WHEREOF, the Surviving Corporation and the Disappearing Corporation, as duly authorized by their respective boards of directors, have caused this Agreement of Merger to be executed as of the 10th day of February, 1998.


**WELLSPRING LABORATORIES INC.**

  
Mitsuru Takiura, President

  
George Tsutsumi, Secretary

**WAKUNAGA OF AMERICA CO., LTD.**

  
Mitsuru Takiura, President

  
George Tsutsumi, Secretary

**OFFICERS' CERTIFICATE**  
**OF**  
**WAKUNAGA OF AMERICA CO., LTD.**

MITSURU TAKIURA and GEORGE TSUTSUSE certify that:

1. They are the President and the Secretary, respectively, of WAKUNAGA OF AMERICA CO., LTD., a Hawaii corporation duly qualified to transact business in the State of California (the "Corporation").

2. The principal terms of the Agreement of Merger in the form attached to this Certificate were approved by the sole shareholder of the Corporation.

3. The total number of outstanding shares of each class of the Corporation entitled to vote on the Agreement of Merger is, and was at the time of that approval One Hundred Eighty Thousand (180,000) shares.

4. The Agreement of Merger was approved by the vote of One Hundred Eighty Thousand (180,000) common shares, which represents 100% of the outstanding common shares of the Corporation.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of the 10th day of February, 1998.

Each of the undersigned declares under penalty of perjury that the statements in the above certificate are true of his own knowledge, and that this declaration was executed on the 10th day of February, 1998, at Mission Viejo, California.

  
\_\_\_\_\_  
MITSURU TAKIURA, President

  
\_\_\_\_\_  
GEORGE TSUTSUSE, Secretary