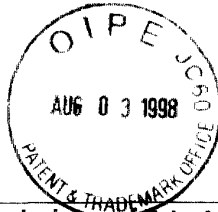


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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
 - License
 - Security Agreement
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
01 30 98

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Botanica Laboratories International, Inc.

01 30 98

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Botanica BioScience Corporation

DBA/AKA/TA _____

Composed of _____

Address (line 1) 208 Spruce Avenue North, Suite 300

Address (line 2) P.O. Box 6066

Address (line 3) Ketchum City ID State/Country 83340-6066 Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheets information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(208) 344-6000

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75393992"/>	<input type="text" value="75310345"/>	<input type="text" value="75310149"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75310347"/>	<input type="text" value="75310346"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75310199"/>	<input type="text" value="75310148"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

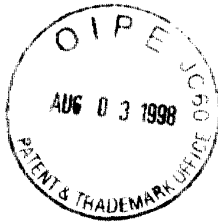
Statement and Signature

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. Charges to deposit account are authorized, as indicated herein.

Stephen Morrissey, President
Name of Person Signing

[Signature]
Signature

July 29, 1998
Date Signed



STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 05/04/1998
981169265 - 2523326

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BOTANICA LABORATORIES INTERNATIONAL, INC.**

Botanica Laboratories International, Inc., a corporation organized and duly existing under the laws of the State of Delaware (the "Corporation"), does hereby certify that:

The amendment to the Corporation's Certificate of Incorporation as set forth below was approved and adopted by the Corporation's Board of Directors and by the Corporation's stockholders in accordance with the provisions of Section 228 and 242 of the Delaware General Corporation Law. The Corporation's Certificate of Incorporation is amended as follows:

1. Article **FIRST** is amended in its entirety to read as follows:

FIRST: The name of this corporation shall be:

Botanica BioScience Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed and attested by its duly authorized officers this January 30, 1998.

BOTANICA LABORATORIES
INTERNATIONAL, INC.

By: Stephen Morrissey
Stephen Morrissey, *President*

Attest:

Jennifer Morrissey
Jennifer Morrissey, *Secretary*