

11-06-1998



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Patent and Trademark Office

To the Assistant Commissioner for Ti

100872262

original documents or copy thereof.

10/29/98

1. Name of conveying party(ies):

- (A) Remington Health Products, Inc.
- (B) Steele Investments, Inc.

- Individual(s)
- General Partnership
- Corporation-Texas
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Assignment
- Other Bill of Sale
- Merger
- Change of Name

Execution Date: 07/01/98

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

- Name: (A) Steele Investments, Inc.
- (B) Remington Health Products, LLC

Internal Address: _____

Street Address: 932 Blue Mound Road

City: Fort Worth State: Texas Zip: 76131

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Texas
- 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)
- | | | |
|------------|------------|------------|
| 75/242,711 | 75/315,070 | 75/452,617 |
| 75/242,712 | 75/349,550 | 75/452,146 |
| 75/300,688 | 75/379,027 | |

B. Trademark registration No.(s)

Additional numbers attached? Yes No

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

Name: Melvin A. Hunn

Internal Address: FELSMAN, BRADLEY, GUNTER & DILLON, LLP

201 Main Street, Suite 1600

Fort Worth, Texas 76102-3105

Street Address: FELSMAN, BRADLEY, GUNTER & DILLON, LLP

201 Main Street, Suite 1600

11/05/1998 DNGUYEN 00000220 75242711

01 FC:481 40.00 DP
02 FC:482 175.00 DP

City: Fort Worth State: Texas ZIP: 76102-3105

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 1.21(h)).....\$ 215.00

- Enclosed
- Authorized to charge any additional fees due to deposit account

8. Deposit Account Number:

06-0580

(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.

Cathy Mobley

Name of Person Signing

Cathy Mobley
Signature

10/26/98
Date

Total number of pages including cover sheet, attachments, and documents: 9

TRADEMARK ASSIGNMENT

WHEREAS, REMINGTON HEALTH PRODUCTS, INC., having a business address of 990 Blue Mound Road, Fort Worth, Texas 76131, a Texas Corporation, is the owner of the following trademark for which an application is now pending in the United States Patent and Trademark Office:

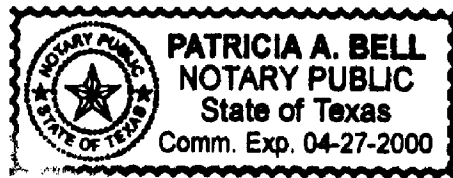
WIPE YOUR HANDS! (IC3)	Serial No. 75/242,711 Filed: 18 February 1997
WIPE YOUR HANDS! (IC5)	Serial No. 75/242,712 Filed: 18 February 1997
DRINKABLES	Serial No. 75/300,688 Filed: 30 May 1997
DRINKABLES LIQUID VITAMINS AND MINERALS	Serial No. 75/315,070 Filed: 26 June 1997
MINERAL WELLS	Serial No. 75/349,550 Filed: 29 August 1997
DRINKABLE BRAND LIQUID MINERALS	Serial No. 75/379,027 Filed: 24 October 1997
OLE	Serial No. 75/452,617 Filed: 18 March 1998
LOZZY POPS	Serial No. 75/452,146 Filed: 18 March 1998

WHEREAS, STEELE INVESTMENTS, INC., having a business address of 932 Blue Mound Road, Fort Worth, Texas 76131, a Texas corporation, succeeded to the business, assets and appurtenant goodwill of said REMINGTON HEALTH PRODUCTS, INC.;

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Texas, on this day personally appeared before me WILLIAM E. STEELE, IV, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purposes and consideration therein expressed and the capacity therein stated as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 23 day of October 1998.



Patricia A. Bell

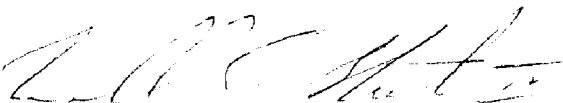
Notary Public in and for
The State of Texas
Commission Expires: 4/27/2000

WHEREAS, REMINGTON HEALTH PRODUCTS, LLC, having a business address of 932 Blue Mound Rd., Fort Worth, Texas 76131, a Texas Limited Liability Corporation, has succeeded to the business, assets and appurtenant goodwill of the said STEELE INVESTMENTS, INC. (See Exhibit A)

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, REMINGTON HEALTH PRODUCTS, INC., does hereby assign *nunc pro tunc* as of September 29, 1997, to STEELE INVESTMENT, INC. and STEELE INVESTMENTS, INC., does hereby assign *nunc pro tunc* as of October 1, 1997, all right, title and interest, in and to said trademark and said application therefor, together with the goodwill of the business symbolized by said trademark and the application to register said trademark.

Signed at Fort Worth, Texas this 23 day of October, 1998
U.S.A.

REMINGTON HEALTH PRODUCTS, INC.

By: 

William E. Steele, IV
Executive Vice-President

UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS

OF

REMINGTON HEALTH PRODUCTS, INC.

CONSTITUTING SPECIAL MEETING

The undersigned, being all the members of the Board of Directors of **REMINGTON HEALTH PRODUCTS, INC.**, a Texas corporation (the "Corporation"), acting pursuant to the provisions of Article 9.10 of the Texas Business Corporation Act, hereby give written consent to the adoption of, and do hereby adopt, the following resolutions:

WHEREAS, it is proposed that the Articles of Incorporation of the Corporation be amended so as to change the name of the Corporation to Steele Investments, Inc.; it is therefore,

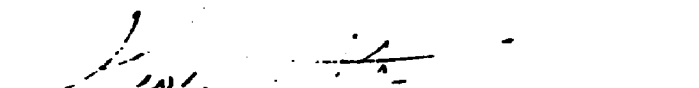
RESOLVED, that the proposed Second Articles of Amendment to the Articles of Incorporation, a copy of which is attached hereto as Exhibit "A" and incorporated herein by reference for all purposes, be submitted to the shareholders of the common stock of the Corporation for approval.

FURTHER RESOLVED, that upon receiving the requisite consent of the shareholders of the common stock of the Corporation, the proper officers of this Corporation are each authorized, empowered and directed to execute and deliver the Second Articles of Amendment to the Articles of Incorporation to the Secretary of State of Texas and to execute and deliver such other instruments and documents as may be necessary to effectuate the foregoing resolution.

DATED effective as of the 29th day of September, 1997.



William E. Steele, III, Director



George E. Steele, Director



William E. Steele, IV, Director

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TRADEMARK
REEL: 1809 FRAME: 0490

BILL OF SALE

This BILL OF SALE (this "Bill of Sale") is dated effective Oct 1 1997, 1997 by STEELE INVESTMENTS, INC., a Texas corporation f/k/a REMINGTON HEALTH PRODUCTS, INC. ("Steele") to REMINGTON HEALTH PRODUCTS, LLC, a Texas limited liability company (the "Company").

Steele, having its principal place of business in Tarrant County, Texas, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, has GRANTED, BARGAINED, SOLD, CONVEYED, TRANSFERRED and DELIVERED, and by these presents does GRANT, BARGAIN, SELL, CONVEY, TRANSFER and DELIVER, unto the Company, as a capital contribution to the Company, all of the following described assets:

All right, title and interest in and to all the assets, properties and business of every kind and description, tangible and intangible, existing on September 30, 1997, and used in or relating to the business conducted by Steele as "Remington Health Products". The Contributed Assets shall include, without limitation, the following assets, properties and business of and relating to Steele:


1. All cash and cash equivalents;
2. All customer lists;
3. All vehicles, machinery, equipment, furniture, fixtures and supplies;
4. All inventory of raw materials, work in process, and finished stock;
5. All accounts receivable;
6. All rights and interest in, to and under the following: all patents, patent applications, patent licenses, trade secrets, all trademarks, service marks, trade names, slogans, labels, logos and other trade rights, whether or not registered, Steele's rights to use the names Remington Health Products and any variation thereof, and all copyrights;
7. All rights under contracts, agreements and licenses; and
8. The assets set forth on Exhibit "A" attached hereto and incorporated herein by reference.

The Company shall assume the liability to William E. Steele, III in the amount of \$37,000.

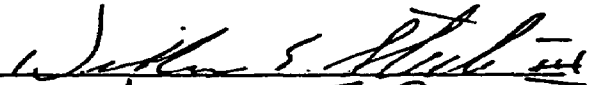
TO HAVE AND TO HOLD the assets hereby sold, transferred and assigned unto the Company, its successors and assigns, for its use and benefit and behalf forever.

IN WITNESS WHEREOF, the parties have executed this Bill of Sale as of the date first above written.

STEELE INVESTMENTS, INC.
f/k/a Remington Health Products, Inc.

By: 
Name: William E. Steele III
Title: Chairman

REMINGTON HEALTH PRODUCTS, LLC

By: 
Name: William E. Steele III
Title: Chairman



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF ORGANIZATION
OF
REMINGTON HEALTH PRODUCTS, LLC
FILE NUMBER 7029892-22

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Organization for the above named company have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Organization.

Issuance of this Certificate of Organization does not authorize the use of a company name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: September 30, 1997
Effective: September 30, 1997



Antonio O. Garza, Jr.
Secretary of State

lsg

FILED
in the Office of the
Secretary of State of Texas
SEP 30 1997
Corporations Section

ARTICLES OF ORGANIZATION
OF
REMINGTON HEALTH PRODUCTS, LLC

The undersigned, a natural person of the age of eighteen (18) years or more, acting as organizer of a limited liability company under the Texas Limited Liability Company Act, hereby adopts the following Articles of Organization for such limited liability company:

ARTICLE ONE

The name of the limited liability company is Remington Health Products, LLC.

ARTICLE TWO

The period of duration of the company is perpetual beginning on the date these Articles of Organization are filed by the Texas Secretary of State.

ARTICLE THREE

The purpose or purposes for which the company is organized are to engage in and transact any or all lawful business for which limited liability companies may be organized under the Texas Limited Liability Company Act.

ARTICLE FOUR

The street address of the initial registered office of the company is 990 N. Blue Mound Road, Fort Worth, Texas 76131, and the name of its initial registered agent at such address is William E. Steele, III.

ARTICLE FIVE

The company is to be managed by Managers, as that term is used in the Texas Limited Liability Company Act. The number of initial Managers of the company is three (3); however, thereafter the Regulations shall fix the number of Managers. The names and