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TO: Box ASSIGNMENT I 100910401  
Commissioner of Patents and Trademarks  
Washington DC, 20231

Honorable Commissioner of Patents and Trademarks:

Kindly record the attached original documents or copy thereof.

1. Name of conveying part(ies):

Name: Ultimate Nutrition Products, Inc.  
Internal Address: Unit 11  
Street Address: 92 Weston Street  
City: Hartford State: CT ZIP: 06120

- Individual(s)
- General Partnership
- Corporation-State, Connecticut
- Association
- Limited Partnership
- Other

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

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

Name: Prostar, Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 7 Corporate Avenue  
City: Farmington State: CT ZIP: 06034-0643

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State, Connecticut
- Other \_\_\_\_\_

If assignee is not domesticated in the United States, a domestic representative designation  
is attached:  Yes  No (Designations must be a separate document from Assignment)

Additional name(s) and address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name and
- Other Address Change

Execution Date: September 17, 1996

12/01/1998 INEUTEN 00000057 1487387 40.00 DP  
01 FC:401

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **1,487,387**

Additional numbers attached?  Yes  No

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

Name: **Frank J. Thompson, Esq.**

Internal Address: \_\_\_\_\_

Street Address: **111 Prospect Street**

City: **Stamford** State: **CT** ZIP: **06901**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41): **\$40.00**

Enclosed

Authorized to be changed to deposit account

8. Deposit account number: \_\_\_\_\_

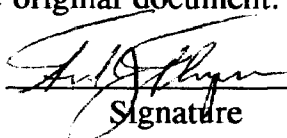
(Attach duplicate copy of this page if paying by deposit account)

\_\_\_\_\_  
**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.

**Frank J. Thompson**  
Name of Person Signing

  
Signature

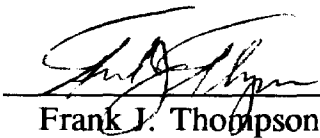
**11/25/98**  
Date

Total number of pages comprising cover sheet **2**

**CERTIFICATE OF EXPRESS MAILING**

This is to certify that this cover sheet, a check in the amount of \$40.00 in payment of the recording fee and a copy of a name change certificate are this day being placed in the mail with the U.S. Postal Service by Express Mail, Certificate No. EE116612697US, postage prepaid and addressed to Box ASSIGNMENT FEE, Commissioner of Patents and Trademarks, Washington, D.C. 20231

**November 25, 1998**  
Date

  
Frank J. Thompson

CERTIFICATE AMENDING OR RESTATING CERTIFICATE OF INCORPORATION  
6-1-89 Rev. 3-90  
Stock Corporation

STATE OF CONNECTICUT  
SECRETARY OF THE STATE  
30 TRINITY STREET  
HARTFORD, CT 06106

1. Corporation ( Please enter name within lines)

ULTIMATE NUTRITION PRODUCTS, INC.

2. The Certificate of Incorporation is: (Check one)

- A. Amended only, pursuant to Conn. Gen. Stat. §33 - 360.
- B. Amended only, to cancel authorized shares (state number of shares to be cancelled, the class, the series, if any, and the par value, P.A. 90-107.)
- C. Restated only, pursuant to Conn. Gen. Stat. §33 - 362(a).
- D. Amended and restated, pursuant to Conn. Gen. Stat. §33 - 362(c).
- E. Restated and superseded pursuant to Conn. Gen. Stat. §33 - 362(d).

Set forth here the resolution of amendment and/or restatement. Use an 8 1/2 X 11 attached sheet if more space is needed. Conn. Gen. Stat. §1 - 9.

RESOLVED: That the name of the Corporation be, and is hereby, changed to "ProStar, Inc."

(If 2A or 2B is checked, go to 5 & 6 to complete this certificate. If 2C or 2D is checked, complete 3A or 3B. If 2E is checked, complete 4.)

3. (Check one)

- A. This certificate purports merely to restate but not to change the provisions of the original Certificate of Incorporation as supplemented and amended to date, and there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented and amended to date, and the provisions of this Restated Certificate of Incorporation. (If 3A is checked, go to 5 & 6 to complete this certificate.)
- B. This Restated Certificate of Incorporation shall give effect to the amendment(s) and purports to restate all those provisions now in effect not being amended by such new amendment(s). (If 3B is checked, check 4, if true, and go to 5 & 6 to complete this Certificate.)

(Check if true)

This Restated Certificate of Incorporation was adopted by the greatest vote which would have been required to amend any provision of the Certificate of Incorporation as in effect before such vote and supersede such Certificate of Incorporation.

5. The manner of adopting the resolution was as follow

A. By the board of directors and shareholders, pursuant to Conn. Gen. Stat. §33 - 360.  
 Vote of Shareholders: (Check (i) or (ii), and check (iii) if applicable.)

(i)  No shares are required to be voted as a class; the shareholder's vote was as follows:

Vote Required for Adoption 66 2/3 Vote Favoring Adoption 100

(ii)  There are shares of more than one class entitled to vote as a class. The designation of each class required for adoption of the resolution and the vote of each class in favor of adoption were as follows:  
 (Use an 8 1/2 x 11 attached sheet if more space is needed. Conn. Gen. Stat. § 1 - 9.)

(iii)  Check here if the corporation has 100 or more recordholders, as defined in Conn. Gen. Stat. §33 - 311a(a).

B. By the board of directors acting alone, pursuant to Conn. Gen. Stat. § 33 - 360(b)(2) or 33-362(a).

The number of affirmative votes required to adopt such resolution is: \_\_\_\_\_

The number of directors' votes in favor of the resolution was: \_\_\_\_\_

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

(Print or Type)	Signature	(Print or Type)	Signature
Name of Pres. / <del>V. PRES</del> Victor H. Rubino, Jr.		Name of Sec. / <del>SECRET</del> Howard A. Roseman	

C. The corporation does not have any shareholders. The resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers for shares of the corporation. If there are no subscribers, state NONE below.

(at least two-thirds of the incorporators) hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Signed Incorporator	Signed Incorporator	Signed Incorporator
Signed Subscriber	Signed Subscriber	Signed Subscriber

Use an 8 1/2 X 11 attached sheet if more space is needed. Conn. Gen. Stat. § 1 - 9 )

6. Dated at Hartford, CT this 17th day of September, 1996.

Rec. CC, GS: (Type or Print)  
 Rome McGuigan Sabanosh, P.C. (HAR/1b1)  
 One State Street  
 Hartford, CT 06103

Please provide filer's name and complete address for mailing receipt