06-08-1999 FORM PTO-1618A U.S. Department of Commercial Patent and Trademark Office CNIB 0651-0027 TRADEMARK 101057046 RECORDATION FORM COVER SHEET TRADEMARKS ONLY TO: The Commissioner of Patents and Trademarks: Please record the attached original do or copy(ies) Submission Type Conveyance Type XX New Assignment Resubmission (Non-Recordation) Security Agreement Nunc Pro Tunc Assignment Document ID# Effective Date Correction of PTO Error Month Day Year Merger 03 99 Frame # Reel# Change of Name Corrective Document Frame # Reel# Other Conveying Party Mark if additional names of conveying parties attached **Execution Date** Month Day Year Name Avalon Natural Cosmetics, Inc. 02 01 99 Formerly General Partnership Individual Limited Partnership XX Association Corporation Other XX Citizenship/State of Incorporation/Organization California Receiving Party Mark if additional names of receiving parties attached Name | Avalon Natural Products, DBA/AKA/TA Composed of 1129 Industrial Avenue Address (line 1) Address (Ilne 2) Suite 200 Address (line 3) Petaluma California

06/07/1999 MTHAI1 00000139 75570757

Other

Individual

Corporation

FOR OFFICE USE ONLY

State/Country

Limited Partnership

California

01 FC:481 02 FC:482 40.00 OP 325.00 OP

Citizenship/State of Incorporation/Organization

General Partnership

Association

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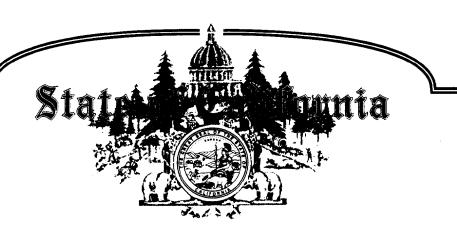
(Designation must be a separate document from Assignment.)

appointment of a domestic representative should be attached.

assignment and the receiving party is not domiciled in the United States, an

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FORM PTO-1618B Page 2 Page 2 Page 2 Page 2 Trademark of Commercial Page 2 Page 2 Trademark Office Page 3 Trademar
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 415-882-3200
Name Owen, Wickersham & Erickson, P.C.
Address (line 1) 455 Market Street, 19th Floor
Address (line 2) San Francisco, CA 94105
Address (line 3)
Address (line 4)
Pages Enter the total number of pages of the attached conveyance document # 2 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)
75/570757 75/446422 75/647190 1,930,255 1,950,977 1,889,144
75/446421 75/270644 2,241,133 2,062,320 1,801,338
1,817,317 1,597,079 1,870,963
Number of Properties Enter the total number of properties involved. #14
Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$ 365.00
Method of Payment: Enclosed XX 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 No XX
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.
Gregory N. Owen, Esq. 6/01/1999 Date Signature Date Signature
Name of Person Signing Signature Date Signed

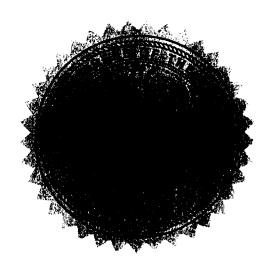
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SECRETARY OF STATE

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

That the attached transcript of ____ page(s) 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 day of

Secretary of State

Sec Slate Form CE-107 (rev. 9.98)

TRADEMARK OSP 98 1352

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ENDORSED-FILED
In the office of the Secretary of State
of the State of California

FEB - 3 1999

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

BILL JONES, Secretary of State

The undersigned certify that:

- 1. They are the president and the secretary, respectively, of Avalon Natural Cosmetics, Inc., a California corporation.
- 2. Article I of the Articles of Incorporation of this corporation is amended to read as follows: The name of the corporation is Avalon Natural Products, Inc.
- 3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
- 4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 1,000,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February 1, 1999

RECORDED: 06/04/1999

Mark A. Egide, President

Mark A. Egide, Secretary

SECTION OF THE SECTIO

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