

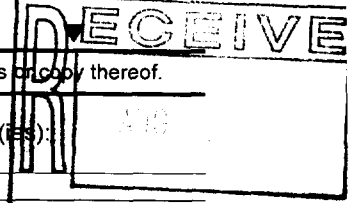
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Herbtech Inc.

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

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

2. Name and address of receiving party(ies):
Name: CV Technologies Inc.
Internal Address:
Street Address: Ste. 308, Campus Towers 8625-112 St.
City: Edmonton State: Alberta ZIP: T6G 1K8
Canada

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other Canadian Corporation

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: June 30, 1998

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
75/036,187

Additional numbers attached? Yes No

B. Trademark registration No.(s)
2,218,577, 2,218,578, 2,218,579, 2,218,580, 2,235,770

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Stephen J. Jeffries, Esq.
Internal Address: Gadsby & Hannah LLP

Street Address: 1747 Pennsylvania Ave., N.W., #700
City: Washington State: D.C. ZIP: 20006

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$165.00
 Enclosed
 Authorized to be charged 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.

Stephen J. Jeffries, Esq.
Name of Person Signing

Signature

Date

08/04/1999 DNGUYEN 00000200 75036187

Total number of pages comprising cover sheet:

01 FC:481 40.00 DP
02 FC:482 125.00 DP
OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:
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Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 and to the Office of Management and Budget paperwork Reduction Project (0651-0011).

SCHEDULE OF MARKS, APPLICATIONS AND REGISTRATIONS

MARK: U.S. TRADEMARK APPLICATION

HERBTECH Application Serial No. 75/036,187

MARK: U.S. TRADEMARK REGISTRATION

PRESSURE-FX Registration No. 2,218,577

CELL-FX Registration No. 2,218,578

COLD-FX Registration No. 2,218,579

REMEMBER-FX Registration No. 2,218,580

MEGA-HERB Registration No. 2,235,770

POWER OF ATTORNEY AND APPOINTMENT OF DOMESTIC REPRESENTATIVE

CV Technologies Inc., a Canadian Corporation having a business address at Suite 308, Campus Towers, 8625-112 Street, Edmonton, Alberta T6G 1K8, Canada,, hereby appoints Carol L.B. Matthews, Paul F. Kilmer, Stephen J. Jeffries, Thomas W. Brooke and Anthony R. Masiello, all members of the Bar of the District of Columbia, and Gadsby & Hannah, LLP all having an address at 1747 Pennsylvania Avenue, N.W., 7th Floor, Washington, D.C. 20006, with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection with the marks, application and registrations set forth in the attached Schedule of Marks, Applications and Registrations, to prosecute said application and transact all business with the Patent and Trademark Office in connection therewith, to receive the Certificate of Registration arising from said application, and to represent it in all proceedings affecting said marks, application and registrations that may arise in the Patent and Trademark Office. Any previous powers of attorney relating to said marks, application and registrations are hereby revoked.

Gadsby & Hannah, LLP, whose postal address is 1747 Pennsylvania Avenue, N.W., 7th Floor, Washington, D. C. 20006, is hereby designated its representative upon whom notices or process in proceedings affecting the marks, application and registrations set forth in the attached Schedule of Marks, Applications and Registrations may be served.

Respectfully submitted,

CV TECHNOLOGIES INC.

By: 
Ken Broadfoot

Title: Vice President

Date: July 13/99.

CORPORATE ACCESS NUMBER: 207912379

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

**CV TECHNOLOGIES INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 1998/06/30.**



ALBERTA CONSUMER AND CORPORATE AFFAIRS

ARTICLES OF AMALGAMATION

1. NAME OF CORPORATION .2. CORPORATE ACCESS NO.

CV Technologies Inc.

3. THE CLASSES AND ANY MAXIMUM NUMBER OF SHARES THAT THE CORPORATION IS AUTHORIZED TO ISSUE.

The attached Schedule I is incorporated into and forms a part of these Articles of Amalgamation.

4. RESTRICTIONS IF ANY ON SHARE TRANSFERS.

None.

5. NUMBER (OR MINIMUM AND MAXIMUM NUMBER) OF DIRECTORS.

A minimum of three (3) and a maximum of ten (10) directors. ~~The Corporation shall have a minimum of three (3) and a maximum of ten (10) directors, the number within such range to be determined from time to time by resolution of the directors or shareholders.~~

6. RESTRICTIONS IF ANY ON BUSINESS THE CORPORATION MAY CARRY ON.

None.

7. OTHER RULES OR PROVISIONS IF ANY.

The attached Schedule II is incorporated into and forms a part of these Articles of Amalgamation. ~~Subject to the Business Corporations Act (Alberta), the board of directors may, between annual meetings of shareholders, appoint one or more additional directors of the Corporation to serve until the next annual meeting of shareholders.~~

8. NAME OF AMALGAMATING CORPORATIONS. CORPORATE ACCESS NO.

CV Technologies Inc.
HerbTech Inc.

207554486
20533937
205380629

9. DATE SIGNATURE TITLE

June 30, 1998
FOR DEPARTMENTAL USE ONLY

Ken Broadfoot



ELECTRONICALLY FILED WITH Director
ALBERTA REGISTRIES ON FILED

JUN 30 1998
by BLAKE, CASSELS & GRAYDON
Corporate Services

**SCHEDULE I REFERRED TO IN THE
ARTICLES OF AMALGAMATION
OF
CV TECHNOLOGIES INC.
(the "Corporation")**

The Corporation is authorized to issue an unlimited number of Common Shares and an unlimited number of Preferred Shares. The rights, privileges and restrictions of the Common and Preferred Shares are as follows:

1. The rights of the holders of the Common Shares are equal in all respects and include the rights
 - a) to vote at all meetings of shareholders of the Corporation, except meetings at which only holders of a specified class of shares are entitled to vote;
 - b) subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive any dividend declared by the Corporation on the Common Shares; and
 - c) subject to the rights, privileges, restrictions and conditions attaching to any other class or series of shares of the Corporation, to receive the remaining property of the Corporation upon dissolution.
2.
 - a) The Preferred Shares may be issued from time to time in one or more series with such rights, restrictions, privileges, conditions and designations attached thereto as shall be fixed from time to time before issuance by any resolution or resolutions providing for the issue of the shares of any series which may be passed by the board of directors of the Corporation and confirmed and declared by articles of amendment. Reference to one class or series of shares ranking on a parity with another class or series of shares shall mean ranking on a parity with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation whether voluntary or involuntary to the extent of their respective rights in that connection.
 - b) The Preferred Shares of each series shall rank on a parity with the Preferred Shares of every other series, provided, however, that when in the case of any of such shares any cumulative dividends or amounts payable on a return of capital are not paid in full in accordance with their respective terms, the Preferred Shares of all series shall participate ratably in respect of such dividends (including all unpaid accumulated dividends which for such purpose shall be calculated as if the same were accruing up to the date of payment) in accordance with the sums which would be payable on said shares if all such dividends were declared and paid in full in accordance with their respective terms, and on any return of capital in accordance with the sums which would be payable on such return of capital if all sums so payable were paid in full in accordance with their respective terms, and provided further that in the event of there being insufficient assets to satisfy in full all such claims as aforesaid, the claims of the holders of the said shares with respect to return of capital shall first be paid and satisfied and any assets remaining thereafter shall be applied towards the payment and satisfaction of claims in respect of dividends as aforesaid.

- c) The Preferred Shares shall be entitled to preference over the Common Shares of the Corporation and any other shares of the Corporation ranking junior to the said Preferred Shares with respect to payment of dividends and distribution of assets in the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, to the extent fixed in the case of each respective series, and may also be given such other preferences over the Common Shares of the Corporation and any other shares of the Corporation ranking junior to the said Preferred Shares as may be fixed in the case of each such series.

**SCHEDULE II REFERRED TO IN THE
ARTICLES OF AMALGAMATION
OF
CV TECHNOLOGIES INC.
(the "Corporation")**

1. The Corporation shall have a minimum of three (3) and a maximum of ten (10) directors, the number within such range to be determined from time to time by resolution of the directors or shareholders.

2. Subject to the *Business Corporations Act* (Alberta), the board of directors may, between annual meetings of shareholders, appoint one or more additional directors of the Corporation to serve until the next annual meeting of shareholders.

C A N A D A)
)
PROVINCE OF ALBERTA)
)
)
)
TO WIT:)

IN THE MATTER of the Business Corporations Act (Alberta) and the amalgamation of CV Technologies Inc. and HerbTech Inc.

I, Ken Broadfoot, of the City of Edmonton, in the Province of Alberta, MAKE OATH AND SAY THAT:

1. I am a proposed director of the amalgamated corporation to be formed as a result of the proposed amalgamation of CV Technologies Inc. and HerbTech Inc., and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations and have made such enquiries and investigations as are necessary to enable me to make this declaration. I have satisfied myself that there are reasonable grounds for believing that:
 - (a) the amalgamated corporation will be able to pay its liabilities as they become due;
 - (b) the realizable value of the amalgamated corporation's assets will not be less than the aggregate of its liabilities and stated capital of all classes; and
 - (c) no creditor will be prejudiced by the amalgamation.

AND I MAKE this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath and by virtue of the Evidence Act.

DECLARED BEFORE me at the City of Calgary, in the Province of Alberta, this 30 day of June 1998.



_____)
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A Notary Public in and for the Province of Alberta
CHAD C. SCHNEIDER
Barrister & Solicitor



KEN BROADFOOT

ELECTRONICALLY FILED WITH ALBERTA REGISTRIES ON **JUN 30 1998**


by **BLAKE, CASSELS & GRAYDON**
Corporate Services

BUSINESS CORPORATIONS ACT
(Section 19)

FORM 3

**ALBERTA CONSUMER AND
CORPORATE AFFAIRS**

**NOTICE OF ADDRESS OR
NOTICE OF CHANGE OF ADDRESS**

1. NAME OF CORPORATION:

CV Technologies Inc.

2. CORPORATE ACCESS NO.:

3. ADDRESS OF REGISTERED OFFICE:

Suite 308, Campus Towers
8625 - 112 Street
Edmonton, Alberta
T6G 1K8

4. RECORDS ADDRESS:

Same as in item 3

5. POST OFFICE BOX (ADDRESS FOR SERVICE BY MAIL):

N/A



6. DATE

SIGNATURE

TITLE

June 30, 1998

Ken Broadfoot

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ELECTRONICALLY FILED WITH ^{Director} FILED
ALBERTA REGISTRIES ON

JUN 30 1998

by BLAKE, CASSELS & GRAYDON
Corporate Services

BUSINESS CORPORATIONS ACT

FORM 6

(Sections 101, 108 and 276)

ALBERTA CONSUMER AND CORPORATE AFFAIRS

NOTICE OF DIRECTORS OR NOTICE OF CHANGE OF DIRECTORS

1. NAME OF CORPORATION: CV Technologies Inc.

2. CORPORATE ACCESS NO.:

3. THE FOLLOWING PERSON(S) WERE APPOINTED DIRECTOR(S):

Table with 4 columns: NAME, APPOINTMENT DATE, MAILING ADDRESS (including postal code), RESIDENT CANADIAN?. Rows include Dr. Robert B. Church, Charles Eu, Dr. Peter K.T. Pang, Dr. Kam Wai Chu, Dr. Jacqueline Jie Shan, and Ken Broadfoot.

4. THE FOLLOWING PERSON(S) CEASED TO HOLD OFFICE AS DIRECTOR(S)

Table with 3 columns: NAME, CESSATION DATE, MAILING ADDRESS (including postal code). Row contains N/A.

5. AS OF THIS DATE, THE DIRECTOR(S) OF THE CORPORATION ARE:

Table with 4 columns: NAME, APPOINTMENT DATE, MAILING ADDRESS (including postal code), RESIDENT CANADIAN?. Rows include Dr. Robert B. Church, Charles Eu, Dr. Peter K.T. Pang, Dr. Kam Wai Chu, Dr. Jacqueline Jie Shan, and Ken Broadfoot.

6. ARE AT LEAST HALF OF THE MEMBERS OF THE BOARD OF DIRECTORS RESIDENT CANADIANS? X YES _ NO

7. DATE: June 30, 1998 SIGNATURE: [Handwritten Signature] TITLE: Director TELEPHONE: (403) 432-0022 NUMBER: Ken Broadfoot

FOR DEPARTMENTAL USE ONLY: FILED This information is being collected for the purposes of Alberta Registries records in accordance with the Business Corporations Act 30196073.1

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