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8.24.99

08-26-1999

U.S. Department of Commerce
Patent and Trademark Office

RECORDATION
TRADE



101127466

Our Ref.: 1344-4

Commissioner of Patents and Trademarks
Box Assignments, Washington, DC 20231

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



1. Name of conveying party(ies):
Biological Homeopathic Industries, Inc.

- Individual(s)
- General partnership
- Corporation-State: New Mexico
- Other:
- Association
- Limited Partnership

3. Nature of conveyance:

- Assignment
- Security Assignment
- Other:
- Merger
- Change of Name

Execution Date: December 5, 1997

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

Name: Heel, Inc.
Internal Address:
Street Address: 11600 Cochiti, S.E.

City: Albuquerque

State/Country: New Mexico

Zip: 87123

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State: New Mexico
- 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):

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)
(1)
(2)
(3)

B. Trademark Registration No.(s)
(1) 1,825,968
(2)
(3)

Additional numbers attached? Yes No

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

Name: Robert A. Vanderhye
Internal Address:
Street Address: Nixon & Vanderhye P.C.
1100 North Glebe Road

8th Floor

City: Arlington State: VA Zip: 22201

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account #14-1140

8. The Commissioner is hereby authorized to charge any deficiency in the fee(s) filed, or asserted to be filed, or which should have been filed herewith (or with any paper thereafter filed in this application by this firm) to our Account No. 14-1140.

08/25/1999 DC:RTN 1825968
01 FC:481 40.00 OP

DO NOT USE THIS SPACE

9. Statements 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.

Jeff H. Nelson
Name of Person Signing

Jeff H. Nelson
Signature

August 24, 1999
Date

Total number of pages including cover sheet, attachments and document: 3

TYPE OR PRINT LEGIBLY
FILE DUPLICATE ORIGINALS
FILING FEE: \$100.00

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

Pursuant to the provisions of Section 53-13-4, NMSA 1978, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE: (Note 1) The Corporate name and NMSCC# of the corporation are:

Biological Homeopathic Industries, Inc.

3006335

ARTICLE TWO: (Note 2) The following amendment to the Articles of Incorporation was adopted by the Shareholders of the corporation on _____ in the manner prescribed by the New Mexico Business Corporation Act:
(Insert amendment or attach exhibit, if needed - Indication should be given to reflect which article(s) number has been amended.)

RESOLVED, that the Articles of Incorporation of the Corporation be amended by changing Article I to read as follows:

"I. The name of this corporation shall be Heel, Inc."

ARTICLE THREE: (Note 3) The number of shares of the corporation outstanding at the time of such adoption was 2,000 and the number of shares entitled to vote thereon was 2,000.

ARTICLE FOUR: (Note 4) The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

CLASS	NUMBER OF SHARES
Common	2,000

ARTICLE FIVE: (Note 3) The number of shares voting for such amendment was 2,000 and the number of shares voting against such amendment was 0.

ARTICLE SIX: (Note 3) The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was:

CLASS	NUMBER OF SHARES	
	FOR	AGAINST
Common	2,000	0

ARTICLE SEVEN: (Note 4) The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be affected, is as follows:

Inapplicable

DATED: December 5, 1997

Biological Homeopathic Industries, Inc.
(Note 1) CORPORATE NAME
BY [Signature]
(Note 5) Its President
AND [Signature]
(Note 5) Its Secretary

Under penalty of perjury, the undersigned declares that the foregoing document executed by the corporation and that the statements contained therein are true and correct to the best of my knowledge.

[Signature]
(Note 5) (One of the above officers signs)