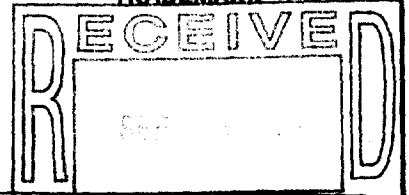


09-08-1999

TRADEMARK



101137870
RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

9-3-99

Conveyance Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
06/02/98
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
08/26/99

Name B.E. MARKETING, INC.

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Nevada

Receiving Party

Mark if additional names of receiving parties attached

Name METABOLIFE INTERNATIONAL, INC.

DBA/AKATA _____

Composed of _____

Address (line 1) 5070 Santa Fe Street

Address (line 2) San Diego, California 92109

Address (line 3) _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization California

09/08/1999 DNGUYEN 00000005 2202825

FOR OFFICE USE ONLY

01 FC:481 40.00 OP

40E

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

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

619/238-0999

Name

John L. Haller

Address (line 1)

BROWN, MARTIN, HALLER & McCLAIN

Address (line 2)

1660 Union Street

Address (line 3)

San Diego, CA 92101

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

3

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

2,202,825	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

Method of Payment:

Enclosed

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

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.

John L. Haller

Name of Person Signing

Signature

8/31/99

Date Signed

NUNC PRO TUNC ASSIGNMENT
B.E. MARKETING, INC. TO
METABOLIFE INTERNATIONAL, INC.
METABONITE

WHEREAS, B.E. MARKETING, INC., a Nevada corporation, having a principal place of business at 5974 Corte Playa Cartegena, San Diego, California 92124, having had adopted and used the trademark METABONITE on herbal dietary supplement used as a sleeping aid, which mark has been issued as U.S. Trademark, Registration No. 2,202,825; and

WHEREAS, METABOLIFE INTERNATIONAL, INC., a California corporation, having a principal place of business at 5070 Santa Fe Street, San Diego, California 92109, acquired said mark on June 2, 1998.

NOW, THEREFORE, as consideration of and in exchange for the sum of ten dollars (\$10.00) plus other good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, B.E. MARKETING, INC., did assign, transfer and set over unto METABOLIFE INTERNATIONAL, INC., all right, title and interest in and to said mark, together with the related trade dress rights and the entire goodwill of the business in connection with which the mark is used as of the date indicated above.

B.E. MARKETING, INC.

Dated: 8/26/99

By: MJ Ellis
Name: MICHAEL J ELLIS
Title: CEO

METABOLIFE INTERNATIONAL, INC.

Dated: 8/26/99

By: MJ Ellis
Name: MICHAEL J ELLIS
Title: CEO