

10-04-1999



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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

New

Resubmission (Non-Recordation)  
Document ID #

Correction of PTO Error  
Reel #  Frame #

Corrective Document  
Reel #  Frame #

Conveyance Type

Assignment  License

Security Agreement  Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Association

Corporation

Other

Citizenship/State of Incorporation/Organization

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.)

10/01/1999 DNGUYEN 00000401 75255737

FOR OFFICE USE ONLY

01 FC:481 40.00 OP  
02 FC:482 250.00 OP

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

TRADEMARK  
REEL: 001968 FRAME: 0646

**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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document 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)		
<input type="text" value="75/255,737"/>	<input type="text" value="75/635,370"/>	<input type="text" value="75/634,553"/>	<input type="text" value="2,235,972"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/391,969"/>	<input type="text" value="75/635,371"/>	<input type="text" value="75/634,552"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text" value="75/391,970"/>	<input type="text" value="75/624,223"/>	<input type="text" value="75,624,288"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

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.

Tina D. Kourasis

1/27/93

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

FORM PTO-1618C  
Expires 06/30/99  
OMB 0651-0027

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

**Conveying Party**

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Name

Month Day Year

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

Individual  General Partnership  Limited Partnership

Corporation  Association

Other

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**Trademark Application Number(s) or Registration Number(s)**

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Mark if additional numbers attached

**Trademark Application Number(s)**

**Registration Number(s)**

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# State of Illinois Office of The Secretary of State

**Whereas,** ARTICLES OF AMENDMENT AND RESTATED ARTICLES TO THE ARTICLES OF INCORPORATION OF FRUIT FOR LIFE COMPANY INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 16TH day of JUNE A.D. 1999 and of the Independence of the United States the two hundred and 23RD .



*Jesse White*

Secretary of State

*Doc 128*

Form **BCA-10.30**

(Rev. Jan. 1999)

AMENDED AND RESTATED  
**ARTICLES OF AMENDMENT**

File # 5782-619-3

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1832

Remit payment in check or money  
order, payable to "Secretary of State."

The filing fee for restated articles of  
amendment - \$100.00

<http://www.sos.state.il.us>

**FILED**

JUN 16 1999

JESSE WHITE  
SECRETARY OF STATE

**SUBMIT IN DUPLICATE**

This space for use by  
Secretary of State

Date 6-16-99  
Franchise Tax \$  
Filing Fee\* ~~225.00~~ / 100  
Penalty \$  
Approved: *[Signature]*

1 CORPORATE NAME: FRUIT FOR LIFE COMPANY (Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on June 14  
1999 in the manner indicated below. ("X" one box only)  
(Year) (Month & Day)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment. (Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

ProVita, Inc.

(NEW NAME)

All changes other than name, include on page 2  
(over)

**EXPEDITED**

JUN 16 1999

SECRETARY OF STATE

TRADEMARK

REEL: 001968 FRAME: 0650

**Text of Amendment**

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

See Attachment

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for or effected by this amendment, is as follows: *(If not applicable, insert "No change")*

N / A

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: *(If not applicable, insert "No change")*

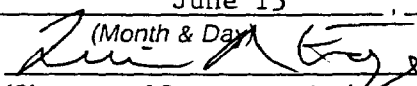
N / A

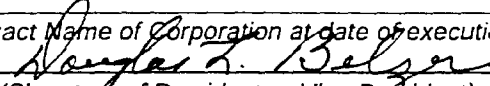
(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: *(If not applicable, insert "No change")*

	Before Amendment	After Amendment
Paid-in Capital	\$ <u>N / A</u>	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK.**)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms under penalties of perjury, that the facts stated herein are true.

Dated June 15, 1999  
(Month & Day) (Year)  
 attested by   
(Signature of Secretary or Assistant Secretary)  
Quin R. Frazer, Secretary  
(Type or Print Name and Title)

FRUIT FOR LIFE COMPANY  
(Exact Name of Corporation at date of execution)  
 by   
(Signature of President or Vice President)  
Douglas L. Belzer, President  
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated \_\_\_\_\_, \_\_\_\_\_  
(Month & Day) (Year)  
 \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF PROVITA, INC.**

These Amended and Restated Articles of Incorporation amend and restate the Articles of Incorporation of Fruit for Life Company, an Illinois corporation.

**ARTICLE ONE:** (Amended and Restated) The name of the Corporation is ProVita, Inc. The Corporation was incorporated under the name Ashourian Enterprises, Inc. on May 24, 1994 with the name change amendment filed on February 27, 1996 which changed the name to Fruit For Life Company.

**ARTICLE TWO:** (Restated) The name and address of the registered agent and his registered office on the date of the filing of these Amended and Restated Articles of Incorporation and thereafter are: Jamshid Ashourian, 1026 Oxford Road, Deerfield, Illinois 60015, Lake County.

**ARTICLE THREE:** (Amended and Restated) The purposes for which the Corporation is organized are: To develop, produce and market natural and nutritious foods and beverages, and to engage in any lawful act or activity for which a corporation may be organized under The Business Corporation Act of 1983 of the State of Illinois, as amended.

**ARTICLE FOUR:** (Amended and Restated)

Paragraph 1. The class, number of shares and par value (if any) of each class which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Par Value per Share</u>	<u>Number of Authorized Shares</u>
Common	\$0.01	20,000,000
Preferred	\$0.01	5,000,000

At the time of adoption of the Amended and Restated Articles, the Corporation had 5,044,172 shares of Common Stock issued, and paid in capital of \$638,672.00.

Paragraph 2. The preferences, qualifications, limitations, restrictions and the special or relative rights with respect to the shares of each class are as follows:



## COMMON STOCK

Subject to the rights of any Preferred Stock of any series issued and outstanding, each issued and outstanding share of Common Stock shall entitle the holder thereof to receive such dividends as may be declared from time to time by the Board of Directors out of funds legally available therefor, each issued and outstanding share of Common Stock shall entitle the holder thereof to share ratably in all assets available for distribution to Common shareholders in the event of any liquidation, dissolution or winding up of the Corporation and, subject to the provisions of ARTICLE SIX below, each issued and outstanding share of Common Stock shall entitle the holder thereof to cast one vote on each matter submitted to a vote of the Corporation's shareholders. Upon any liquidation, dissolution or winding up of the Corporation, immediately after the holders of Preferred Stock of any series issued and outstanding shall have been paid in full any preferred stock liquidation preferences that they are entitled to, holders of Common Stock will receive the paid in capital for their shares; then holders of Preferred Stock of any series issued and outstanding will participate *pari passu* on an as-converted basis with the holders of Common Stock as to any remaining proceeds.

## PREFERRED STOCK

Shares of Preferred Stock may be issued from time to time in one or more series. Each share of any series of Preferred Stock shall be identical with all other shares of that series. Any series of the Preferred Stock may be issued pursuant to a resolution or resolutions fixing and determining the terms of such series and providing for the issuance of shares thereof adopted by the Board of Directors, with the Board of Directors being hereby expressly vested with the power to adopt resolutions from time to time fixing and determining the terms of and authorizing the issuance of one or more series of Preferred Stock. Each series of the Preferred Stock shall have such designation, powers, preferences, and rights and the qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions providing for the issuance of such series adopted by the Board of Directors prior to the issuance of any shares thereof. Any such resolution or resolutions, in establishing such designation, powers, preferences and rights and the qualifications, limitation or restrictions thereof may, without limiting the generality of the foregoing, specify as to such series:

1. a dividend amount or rate and payment dates, the preference applicable to the dividend, and the cumulative or non-cumulative status of the dividend;
2. the preference to which the shares of such series would be entitled in the event of a voluntary or involuntary liquidation, dissolution or winding up of the Corporation.
3. the extent, if any, to which, and the terms upon which, the holders of the shares of such series may vote - alone or together with other series or classes of the stock of the Corporation;
4. the extent, if any, to which, and the means upon which, the Corporation may redeem the shares of such series, and the prices, dates and other terms and conditions, including any sinking fund, applicable to any such redemptions;
5. the rights, if any, of holders of the shares of such series to convert such shares into, or exchange such shares for, shares of the Corporation of any other series or class;

6. the limitations, if any, while any shares of such series are issued and outstanding, on the payment of dividends or the making of distributions on, the voting rights of, or the repurchase, redemption or retirement of, the Common Stock or any other series of Preferred Stock of the Corporation;
7. the extent, if any, to which the shares of such series would participate in the earnings or the assets of the Corporation after satisfaction of any dividend or liquidation preferences applicable to such series; and
8. the restrictions, if any, on the Corporation's activities, capitalization, assets and liabilities while any shares of such series are outstanding.

The preferences of each series of Preferred Stock with respect to dividends and other distributions, redemptions and upon a voluntary or involuntary liquidation, dissolution or winding up of the Corporation shall be prior in right to such preferences of the Common Stock. Without limiting the generality of the foregoing, the Corporation may pay no dividends on or make any distributions with respect to, or redeem or repurchase, any shares of Common Stock at any time there shall be any unpaid dividends accrued on any issued and outstanding share of any series of the Preferred Stock, or any issued and outstanding share of any series of Preferred Stock which the Corporation is required to redeem or repurchase which has not been redeemed or repurchased or any other payment due with respect to any issued and outstanding share of any series of Preferred Stock which has not been paid, except as may be permitted by the resolution or resolutions, duly adopted by the Board of Directors, fixing and determining the terms of the Corporation's Preferred Stock.

Upon the liquidation and dissolution of the Corporation, the preference of each issued and outstanding share of any particular series of the Preferred Stock with respect to assets of the Corporation available for distribution to holders of the Corporation's Stock shall be that set forth in the resolution or resolutions of the Board of Directors fixing and determining the terms of such particular series, and such preference, as aforesaid, shall be prior in right to that of the Common Stock and, as to any particular series of Preferred Stock, shall have such priority as to other series of the Preferred Stock as shall be specified in the resolution or resolutions of the Board of Directors fixing and determining the terms of such particular series.

ARTICLE FIVE: (Amended and Restated) the Articles of Incorporation shall be amended to include the following articles:

"FIVE: No share of Common Stock and, except as stated in any resolution or resolutions fixing and determining the terms of a series of Preferred Stock, no share of any series of Preferred Stock shall entitle the holder thereof to any preemptive rights to acquire unissued shares of Stock of any class or series, or securities convertible into or carrying a right to subscribe to acquire any such shares.

SIX: The amendment of the terms of any resolution fixing and determining the terms of the Corporation's Preferred Stock of which shares are outstanding, whether or not such resolution is now a part of these Amended and Restated Articles of Incorporation, shall require only (i) that the Corporation's Board of Directors adopt a resolution setting forth the amendment proposed, declaring its advisability, and either calling a special meeting of the holders of such series of Preferred Stock for consideration of such amendment or directing that the amendment proposed be considered at the next annual meeting of shareholders by the holders of such series of Preferred Stock (in either event, subject to the ability of such holders to act by written consent in lieu of voting at a meeting), and (ii) that the

holders of a majority (or such greater number as may be required by the resolution fixing and determining the terms of such series) of such series of Preferred Stock have voted in favor of the amendment. Except for holders of a series of Preferred Stock the terms of which are being amended, no holder of Common Stock and no holder of any series of Preferred Stock shall be entitled to vote upon such amendment unless the rights of such holders would be adversely affected by such amendment or such vote shall otherwise be required by law."