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

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



101386789

MPO 5/25/02

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.)

FOR OFFICE USE ONLY

06/20/2000 ASCOTT 00000154 500830 1126731

01 FC:481 40.00 CH
02 FC:482 50.00 CH

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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: 002090 FRAME: 0773

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 (312) 360-6583

Name

Sandra McNaughton

Address (line 1)

Freeborn & Peters

Address (line 2)

311 S. Wacker Drive, Suite 3000

Address (line 3)

Chicago, IL 60606

Address (line 4)

Pages

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

13

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)

1126731	1254675	1546753

Number of Properties

Enter the total number of properties involved.

3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 90.00

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:

500830

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.

Sandra McNaughton

Name of Person Signing

Sandra McNaughton

Signature

May 25, 2000

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"THE HERO CORPORATION OF NORTH AMERICA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SCHWARTAU OF AMERICA, INC." UNDER THE NAME OF "BEST BRANDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 1995, AT 9:01 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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971164319

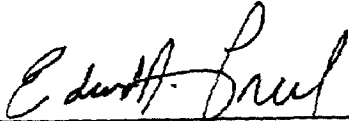
AUTHENTICATION: 8474568
05-20-97
DATE:

TRADEMARK
REEL: 002090 FRAME: 0775

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "SCHWARTAU OF AMERICA, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1995, AT 9 O'CLOCK A.M.



0924383 8100
971164319



Edward J. Freel, Secretary of State

AUTHENTICATION: 8474569
05-20-97
DATE:

ARTICLES AND CERTIFICATE OF CORRECTION

**Articles and Certificate of Correction filed to correct certain errors
in the Articles of Merger of Schwartz of America, Inc. and
The Hero Corporation of North America, Inc. filed in the Office
of the Secretary of State of Delaware on December 27, 1995.**

Pursuant to Section 103(f) of the Delaware General Corporation Law, the undersigned corporations do hereby certify that Articles of Merger were filed with the Secretary of State of Delaware on December 27, 1995, and such Articles of Merger require corrections as permitted by Subsection (f) of Section 103 of the Delaware General Corporation Law.

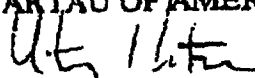
The inaccuracy or defect of such Articles of Merger to be corrected was the definition of the Merging Corporation and the Surviving Corporation. Specifically, the name of the Merging Corporation in the First Section changed from "Schwartz of America, Inc." to "The Hero Corporation of North America, Inc." The name of the Surviving Corporation in the Second Section changed from "The Hero Corporation of North America, Inc." to "Schwartz of America, Inc." The Third Section is deleted in the corrected Articles of Merger and the subsequent sections renumbered accordingly.

Attached hereto are the corrected Articles of Merger.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/29/1995
950313084 - 924383

IN WITNESS WHEREOF, the undersigned have caused these Articles to be executed as of the 27th day of December, 1995.

SCHWARTAU OF AMERICA, INC.



Name: Dr. Lutz Peters

Title: President

THE HERO CORPORATION OF NORTH
AMERICA, INC.

Name: Mr. Felix Dony

Title: Secretary

IN WITNESS WHEREOF, the undersigned have caused these Articles to be executed as of the 27th day of December, 1995.

SCHWARTAU OF AMERICA, INC.

Name: Dr. Lutz Peters
Title: President

THE HERO CORPORATION OF NORTH
AMERICA, INC.



Name: Mr. Felix Dony
Title: Secretary

ARTICLES OF MERGER**MERGING****THE HERO CORPORATION OF NORTH AMERICA, INC.****WITH AND INTO****SCHWARTAU OF AMERICA, INC.**

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law, the undersigned corporations do hereby certify:

FIRST: That the name and state of incorporation of the merging corporation is The Hero Corporation of North America, Inc., a Delaware corporation (the "Merging Corporation").

SECOND: That the name and state of incorporation of the surviving corporation is Schwartau of America, Inc., a Delaware corporation (the "Surviving Corporation"). The address of the Surviving Corporation in its jurisdiction of incorporation is 1105 North Market Street, Suite 1300, P.O. Box 8595, Wilmington, New Castle County, Delaware 19801. Upon the completion of such merger, the name of the Surviving Corporation shall change to Best Brands, Inc.

THIRD: That attached hereto is a true and correct copy of the Plan and Agreement of Merger between the Merging Corporation and the Surviving Corporation (the "Plan of Merger"), by which the Merging Corporation shall merge with and into the Surviving Corporation (the "Merger"), and the Surviving Corporation shall assume all of the Merging Corporation's liabilities and obligations.

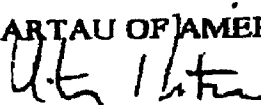
FOURTH: That the Board of Directors of the Surviving Corporation adopted a resolution, dated December 27, duly approving the merger by unanimous written consent; that the Board of Directors of the Merging Corporation adopted a resolution, dated December 27, duly approving the merger by unanimous written consent; and, that the Shareholders of the Merging Corporation adopted a resolution, dated December 27, duly approving the merger by unanimous written consent and that the Shareholders of the Surviving Corporation adopted a Resolution, dated December 27, duly approving the merger by unanimous written consent.

FIFTH: That the effective date of the Merger shall be December 31, 1995.

SIXTH: That the approval by the Surviving Corporation and the Merging Corporation of the Plan of Merger was duly authorized by all action required by the laws of the State of Delaware and by the governing documents of the Surviving Corporation and the Merging Corporation.

IN WITNESS WHEREOF, the undersigned have caused these Articles to be executed as of the 27th day of December, 1995.

SCHWARTAU OF AMERICA, INC.



Name: Dr. Lutz Peters
Title: President

THE HERO CORPORATION OF NORTH
AMERICA, INC.

Name: Mr. Felix Dony
Title: Secretary

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SCHWARTAU OF AMERICA, INC.

Name: Dr. Lutz Peters
Title: President

THE HERO CORPORATION OF NORTH
AMERICA, INC.



Name: Mr. Felix Dony
Title: Secretary

PLAN AND AGREEMENT OF MERGER

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law, the undersigned parties enter into this Plan and Agreement of Merger as of the 27th day of December, 1995.

FIRST: The name of the corporation planning to be merged into the Surviving Corporation is The Hero Corporation of North America, Inc., a Delaware corporation (the "Merging Corporation").

SECOND: The name of the surviving corporation into which the Merging Corporation plans to merge is Schwartau of America, Inc., a Delaware corporation (the "Surviving Corporation"). Upon the completion of such merger, the name of the Surviving Corporation shall change to Best Brands, Inc.

THIRD: The manner and basis of converting the shares of the Merging Corporation into shares of the Surviving Corporation or into cash or other property or consideration to be delivered upon surrender of each share of the Merging Corporation is as follows:

1. All of the issued and outstanding shares of common stock of the Surviving Corporation shall, upon the Effective Date of the merger, without further action, be converted into the right to receive approximately Eighty-Two Million Dollars U.S. (\$82,000,000) in the aggregate to be paid in cash.

2. On the Effective Date, each share of the issued and outstanding common stock of the Merging Corporation shall be converted into and become one share of common stock of the Surviving Corporation.

FOURTH: Other provisions with regard to the merger are as follows:

1. The effective date of the merger is to be December 31, 1995 (the "Effective Date").

2. On the Effective Date, the bylaws of the Surviving Corporation as they exist on such date shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein by law.

3. On the Effective Date, the present members of the board of directors and the officers of the Surviving Corporation shall remain in such positions for the terms provided by law or in the Surviving Corporation's bylaws, or until their respective successors shall be duly elected and qualified.

4. On the Effective Date, the corporate existence of the Merging Corporation shall terminate, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of the Merging Corporation and the Surviving Corporation, and all property, real, personal and mixed, all debts due on whatever account including subscriptions to shares, all security interests, and all other choses in action, and all the every other interest, of or belonging to or due to the Merging Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed. Such transfer to and vesting in the Surviving Corporation shall be deemed to occur by operation of law, and no consent or approval of any other person shall be required in connection with any such transfer or vesting unless such consent or approval is specifically required by express provision in a contract, agreement, decree, order or other instrument to which the Merging Corporation or the Surviving Corporation is a party or by which either of them is bound.

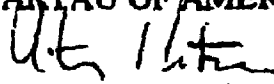
5. On the Effective Date, the Surviving Corporation shall assume the Merging Corporation's liabilities and obligations.

6. If, at any time after the Effective Date, the Surviving Corporation shall consider or be advised that any instruments or further assurances are necessary or desirable in order to evidence the vesting in the Surviving Corporation of the title of any of the Merging Corporation's property, rights, privileges, powers, franchises or immunities, then the last acting officers of the Merging Corporation or the officers of the Surviving Corporation, or both, as the case may be, are hereby authorized to execute and acknowledge all such instruments of further assurance and to do such other acts or things in the name of such corporations as may be requisite or desirable to carry out the intent and purpose of this Agreement.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the undersigned have caused these Articles to be executed as of the 27th day of December, 1995.

SCHWARTAU OF AMERICA, INC.



Name: Dr. Lutz Peters

Title: President

**THE HERO CORPORATION OF NORTH
AMERICA, INC.**

Name: Mr. Felix Dony

Title: Secretary

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