

07-17-2000

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06-06-2000

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U.S. Patent & TMO/c/TM Mail Rcpt Dt. #54

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original document or

<p>1. Name of conveying party(ies):</p> <p style="text-align: center;">Irwin Naturals/4Health, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State- Utah <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies):</p> <p>Name: Omni Nutraceuticals, Inc. Internal Address: _____ Street Address: 5310 Beethoven Avenue City: Los Angeles State: California Zip: 90066</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State Utah <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger <input type="checkbox"/> Other</p> <p>Execution Date: August 17, 1999</p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>Additional numbers attached?</p>	<p>B. Trademark Registration No.(s)</p> <p style="text-align: center;">2,233,592</p> <p>Additional numbers attached?</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Thomas W. Cook Internal Address: _____ Street Address: P.O. Box 1989 3030 Bridgeway, Suite 425 City: Sausalito State: California Zip: 94965</p>	<p>6. Total number of applications and registrations involved:..... 1</p> <p>7. Total fee (37 CFR 3.41):..... \$ 40.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: _____ (Attache duplicate copy of this page if paying by deposit account)</p>

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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.

Thomas W. Cook
Name of Person Signing

Signature

June 1, 2000
Date

Total number of pages comprising cover sheet: 1

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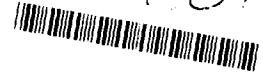
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06-06-2000

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #54

EXPEDITE

State of Utah
 Department of Commerce
 Division of Corporations and Commercial Code

I hereby certify that the foregoing has been filed
 approved on the 19 day of August 1999
 as office of this Division and hereby issue
 this Certificate thereof.

Examiner

Date

8/20/99



LORENA R. RAY
 DIVISION DIRECTOR

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

IRWIN NATURALS/4HEALTH, INC.

RECEIVED

AUG 19 1999

UTAH DIV. OF CORP. AND COMM. CODE

08-19-99 002:30 IN

IRWIN NATURALS/4HEALTH, INC., a corporation duly organized and existing under the Business Corporation Act of the State of Utah (the "Corporation"), does hereby certify that:

- FIRST:** The name of the Corporation is Irwin Naturals/4Health, Inc.
- SECOND:** Article I of the Corporation's Articles of Incorporation is amended to read in its entirety as follows:
- "Article I
 Name**
- The name of the Corporation shall be: Omni Nutraceuticals, Inc."
- THIRD:** The aforementioned amendment was adopted by the written consent dated as of July 11, 1999 of the holders of a majority of the shares of the capital stock of the Corporation outstanding on July 7, 1999, the official record date for determining stockholders eligible to execute such consent.
- FOURTH:** As of July 7, 1999, there were outstanding 28,164,555 shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Corporation, entitled to one (1) vote per share. The Common Stock is the only issued and outstanding class of capital stock of the Corporation.
- FIFTH:** Recordholders of 20,977,401 shares of Common Stock, representing approximately 74.4% of the Common Stock outstanding on July 7, 1999, sufficient for approval of the aforementioned amendment by the holders of the Common Stock, pursuant to Section 1003(5) of the Utah Business Corporations

TRADEMARK

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Act, have executed the written consent dated as of July 11, 1999 adopting the aforementioned amendment.

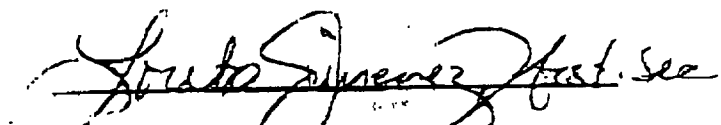
IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed by Louis Mancini, its authorized officer, on this 17 day of August, 1999.



Louis Mancini
President

August ¹⁹ 20, 1998**Letter of Release**

CT Corporation System releases ***Omni Neutraceuticals, Inc.***
as a name reservation for the purpose of filing a name change
amendment.


Ms. Loreto Jimenez, Special Asst. Sec.
For CT Corporation System