

07-17-2000

SHEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



6.5.00

Tab settings

To the Honorable Commissioner

101405541

attached original documents or copy thereof.

1. Name of conveying party:  
EICOTECH CORPORATION

- Individual(s)
- General Partnership
- Corporation - Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: May 30, 2000

2. Name and address of receiving party:  
ZONEPERFECT NUTRITION COMPANY  
120 Boylston Street, Suite 800  
Boston, Massachusetts 02116

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Delaware
- Other \_\_\_\_\_



06-05-2000

U.S. Patent & TMO/TM Mail RptDt. #11

If assignee is not domiciled in the United States, a domestic representative designator is attached:  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application and Registration numbers listed below:

A. Trademark Application Nos.:

75/140,246	75/140,245	75/426,013	75/140,244
75/421,041	75/197,301		

B. Trademark Registration Nos.:

1,964,522	2,005,351	1,833,098	2,234,812
2,298,235	2,335,083	2,269,790	2,294,807

Additional numbers attached?  Yes  No

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

Name: GLENN A. GUNDERSEN  
DECHERT, PRICE & RHOADS  
4000 BELL ATLANTIC TOWER  
1717 ARCH STREET  
PHILADELPHIA, PA. 19103-2793  
TEL. NO. (215) 994-2183

6. Total number of applications and registrations involved: 14

7. Total fee (37 CFR 3.41) .....\$365.00

- Enclosed
- Authorized to be charged to deposit account  
(Including any underpayment)

8. Deposit account number: 04-0475

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Terence A. Dixon  
Name of Person Signing

Signature

June 5, 2000  
Date

Total number of pages including cover sheet, attachments, and document: 8

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

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01 FC:481 40.00 CH  
02 FC:482 325.00 CH

Office of the Secretary of State

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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 AMENDMENT OF "EICOTECH CORPORATION", CHANGING ITS NAME FROM "EICOTECH CORPORATION" TO "ZONEPERFECT NUTRITION COMPANY", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MAY, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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

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Edward J. Freel, Secretary of State

2651489 8100

001274124

AUTHENTICATION: 0468522

DATE: 05-31-00

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**EICOTECH CORPORATION**

Eicotech Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify:

FIRST: That by written consent of the Board of Directors on April 20, 2000, the following resolutions were duly adopted setting forth the proposed amendments to the Certificate of Incorporation of the Company, declaring said amendments to be advisable and calling for consideration of said proposed amendments by the stockholders of the Company. The resolutions setting forth the amendments are as follows:

AMENDMENT TO CERTIFICATE OF INCORPORATION

RESOLVED, that pursuant to Section 242 of the Delaware General Corporation Law, a majority of the Directors of the Company deem it advisable and in the best interests of the Company that the Company's name be changed to "ZonePerfect Nutrition Company" and that the Company's Certificate of Incorporation be amended to reflect such proposed name change by deleting Article 1 thereof in its entirety, and inserting in lieu thereof the following:

1. Name. The name of the Corporation is ZonePerfect Nutrition Company.

and it is further

RESOLVED, that pursuant to Section 242 of the Delaware General Corporation Law, a majority of the Directors of the Company deem it advisable and in the best interests of the Company that the Company's authorized capital be increased and that the Company's Certificate of Incorporation be amended to reflect such increase in authorized capital by:

(a) deleting the first paragraph of Article 4 thereof in its entirety, and inserting in lieu thereof the following:

4. Authorized Capital. The aggregate number of shares of stock which the Company shall have the authority to issue is 7,506,000 shares, divided into four (4)

classes consisting of 1,000 shares of Preferred Stock, par value \$.01 per share ("Preferred Stock"); 2,500 shares of Class A Common Stock, par value \$.01 per share ("Class A Common Stock"); 2,500 shares of Class B Common Stock, par value \$.01 per share ("Class B Common Stock"), and 7,500,000 shares of Class C Common Stock, par value \$.0001 per share ("Class C Common Stock").

and

(b) deleting subsection (B) of Article 4 in its entirety, and inserting in lieu thereof the following:

**B. CLASS A, CLASS B AND CLASS C COMMON STOCK**

Except as otherwise provided herein, all shares of Class A Common Stock, Class B Common Stock and Class C Common Stock will be identical and will entitle the holders thereof to the same rights and privileges.

1. Dividends. Holders of Class A Common Stock and Class C Common Stock will be entitled to receive such dividends as may be declared by the Board of Directors. Holders of Class B Common Stock will have no right to receive dividends.

2. Subdivision and Combination of Shares. The Corporation will not subdivide or combine the shares of any class of Common Stock.

3. Distribution of Assets. In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, holders of the Class A Common Stock and Class C Common Stock will be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders after all amounts to which the holders of Preferred Stock are entitled have been paid or set aside in cash for payment. For purposes of determining the allocation of the distribution of assets pursuant to this Paragraph 3, holders of Class C Common Stock shall be entitled to receive .033% of the total amount of the assets distributed to holders of the Class A Common Stock.

4. Voting Rights. The holders of the Common Stock shall have the general right to vote for all purposes, including the election of directors, as provided by law. Each holder of Class A Common Stock shall be entitled to one vote for each share thereof held. Each holder of Class B Common Stock shall be entitled to ten votes for each share thereof held. Each holder of Class C Common Stock shall be entitled to one vote for each 3,000 shares thereof held.

and it is further

RESOLVED, that the foregoing proposed change of the Company's name, and authorized capital increase and the amendments of the Company's Certificate of Incorporation to effect such name change and authorized capital increase are hereby declared advisable and directed to be submitted for consideration by the stockholders of the Company; and it is further

RESOLVED, that, upon approval by the Company's Stockholders of the proposed change of the Company's name and authorized capital increase, the proper officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company and under its corporate seal or otherwise, to execute and file with the Office of the Secretary of State of Delaware a Certificate of Amendment of the Company's Certificate of Incorporation statutorily effecting the foregoing proposed changes; and to execute, deliver and file such additional documents, and perform such further actions, as they shall deem necessary or advisable to effectuate the intent and purposes of the foregoing resolutions.

SECOND: That thereafter, pursuant to the resolutions of the Board of Directors, the proposed amendments were approved by the stockholders of the Company by written consent on April 24, 2000.

THIRD: That said amendments were duly adopted in accordance with the provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

[signature page follows]

IN WITNESS WHEREOF, the Company has caused this Certificate to be executed by Christopher P. Baker, its President, this 30 day of May, 2000.

By:   
Christopher P. Baker  
President