

11-14-2000



T

Docket No.:

101515408

Tab settings

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):
Cambridge Vitamin Corp.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **New York**
 Other _____

(see attached letter for explanation)
 Additional names(S) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **American Home Products Corporation**

Internal Address: _____

Street Address: **Five Girada Farms**

City: **Madison** State: **NJ** ZIP: **07940**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **Delaware**
 Other _____

If assignee is not domiciled in the United States, a domestic designation is Yes N
 (Designations must be a separate document from
 Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

(see enclosed letter for explanation) Dec. 22, 1988,
 Execution Date: **Oct. 13, 1994 and July 30, 1998**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)

MKD 10-13-00 Additional numbers

B. Trademark Registration No.(s)

1436173 CAMBRIDGE

Yes No

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

Name: **Ron Adams**

Internal Address: **Bldg. 2B1**

Street Address: **American Home Products Corporation**
One Campus Drive

City: **Parsippany** State: **NJ** ZIP: **07054**

6. Total number of applications and registrations involved:..... **1**

7. Total fee (37 CFR 3.41):.....\$ **\$40.00** or the appropriate filing fees

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

01-1425 (American Home Products Corporation)

11/14/2000 MTHA11 00000008 011425 1436173
 01 FC:481 40.00 CH

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.

American Home Products Corporation
Egon E. Berg, Vice President

Name of Person Signing

Egon E Berg Signature
October 10, 2000 Date

Total number of pages including cover sheet, attachments, and **13**

6

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CERTIFICATE OF MERGER

OF

SOLGAR CREDIT CO., INC.,
SOLGAR REALTY, INC.,
SOLGAR AIR CHARTERS, LTD.,
SOLGAR REALTY OF LONG BEACH, INC.,
SOLGAR HYDROCULTURE, INC. and
CAMBRIDGE VITAMIN CORP.

INTO

SOLGAR CO., INC.

Under Section 904 of the Business Corporation Law
of the State of New York

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 22 1986

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LAW OFFICES
MELTZER, LIPPE & GOLDSTEIN, P.C.
THE CHANCERY
190 WILLIS AVENUE
MINEOLA, N.Y. 11501

7037-80
100 NY

BILLED

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CERTIFICATE OF MERGER

OF

SOLGAR CREDIT CO., INC.,
SOLGAR REALTY, INC.,
SOLGAR AIR CHARTERS, LTD.,
SOLGAR REALTY OF LONG BEACH, INC.,
SOLGAR HYDROCULTURE, INC. and
CAMBRIDGE VITAMIN CORP.

INTO

SOLGAR CO. INC..

0438824

Under Section 904 of the Business Corporation Law
of the State of New York

The undersigned, Allen Skolnick, Vice President of Solgar
Co. Inc., being the holder of all outstanding shares entitled to
vote in Solgar Credit Co., Inc., Solgar Realty, Inc., Solgar Air
Charters, Ltd. and Solgar Hydroculture, Inc. and Vice President of
Solgar Realty, Inc., the holder of all shares entitled to vote in
Solgar Realty of Long Beach, Inc. and Allen Skolnick and Nathaniel
Colby, the holders of all outstanding shares entitled to vote in
Cambridge Vitamin Corp. and Solgar Co. Inc., respectively, each of
said corporations being domestic corporations duly organized and
existing under and by virtue of the laws of the State of New York
except Solgar Air Charters, Ltd., a foreign corporation duly
organized and existing under and by virtue of the laws of
Delaware, do hereby certify and set forth:

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FIRST: The name of each constituent corporation is Solgar Co. Inc., Solgar Credit Co., Inc., Solgar Realty, Inc., Solgar Air Charters, Ltd., Solgar Realty of Long Beach, Inc., Solgar Hydroculture, Inc. and Cambridge Vitamin Corp.

SECOND: The name of the surviving corporation is Solgar Co. Inc.

THIRD: The designation, number and voting rights of the outstanding shares of stock of the constituent corporations is as follows:

<u>CONSTITUENT</u>	<u>CLASS</u>	<u>NUMBER</u>
SOLGAR CO. INC.	Common, no par value	100 shares
SOLGAR CREDIT CO., INC.	Class A, \$1 par value Class B, \$2 par value	100 shares 2,256 shares
SOLGAR REALTY, INC.	Common, no par value	100 shares
SOLGAR AIR CHARTERS, LTD.	Common, no par value	100 shares
SOLGAR REALTY OF LONG BEACH, INC.	Common, no par value	100 shares
SOLGAR HYDROCULTURE, INC.	Common, no par value	100 shares
CAMBRIDGE VITAMIN CORP.	Common, no par value	20 shares

Each share of common stock of the constituent corporations is entitled to one vote per share.

FOURTH: There are no changes or amendments to be made in the Certificate of Incorporation of Solgar Co. Inc.

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Merger by the unanimous written consent of all the directors of each of the constituent corporations, followed by the unanimous written consent of all the shareholders of each of the constituent domestic corporations, pursuant to Sections 615 and 708 of the Business Corporation Law of the State of New York, respectively, each dated December 15, 1986 and December 15, 1986, respectively and (ii) in respect of Solgar Air Charters, Ltd., a Delaware corporation, by approval of an Agreement of Merger by the unanimous written consent of all the directors of said corporation followed by the unanimous written consent of all shareholders of said corporation pursuant to Sections 141 and 228 of the Delaware Corporation Law, respectively each dated December 15, 1986 and December 15, 1986, respectively.

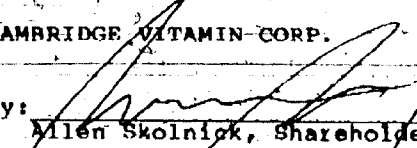
IN WITNESS WHEREOF, the undersigned have executed and signed this Certificate of Merger as permitted by Section 104(d)(1) of the Business Corporation Law of the State of New York and affirm the truth of the statements contained herein, insofar as they relate to their respective corporations, under the penalties of perjury this 15th day of December, 1986.

SOLGAR CO. INC.

By: 
Allen Skolnick, Shareholder

By: 
Nathaniel Colby, Shareholder

CAMBRIDGE VITAMIN CORP.

By: 
Allen Skolnick, Shareholder

By: 
Nathaniel Colby, Shareholder

FIFTH: The effective date of the Merger of Solgar Credit Co., Inc., Solgar Realty, Inc., Solgar Air Charters, Ltd., Solgar Realty of Long Beach, Inc., Solgar Hydroculture, Inc. and Cambridge Vitamin Corp. into Solgar Co., Inc. is the date of filing.

SIXTH: The date that the Certificate of Incorporation of each domestic constituent corporation was filed by the Department of State is as follows:

<u>Constituent Corporation</u>	<u>Date of Incorporation</u>
Solgar Co. Inc.	June 18, 1947
Solgar Credit Co., Inc.	July 12, 1979
Solgar Realty, Inc. (name under which it was formed: Solgar Realty Development Co., Inc.)	December 11, 1979
Solgar Realty of Long Beach, Inc.	September 4, 1984
Solgar Hydroculture, Inc.	July 20, 1982
Cambridge Vitamin Corp.	January 19, 1979

~~The date that the Certificate of Incorporation of Solgar Air Charters, Ltd. a constituent foreign corporation was filed with the Secretary of State of the State of Delaware was May 23, 1979. An application for authority to do business in New York was never filed.~~

SEVENTH: The merger of Solgar Credit Co., Inc., Solgar Realty, Inc., Solgar Air Charters, Ltd., Solgar Realty of Long Beach, Inc., Solgar Hydroculture, Inc. and Cambridge Vitamin Corp. into Solgar Co. Inc. was authorized, (i) in respect of each of the constituent domestic corporations, by the approval of a Plan of

SOLGAR CREDIT CO., INC.

By: Solgar Co. Inc.,
Sole Shareholder

By: 
Allen Skolnick, Vice President

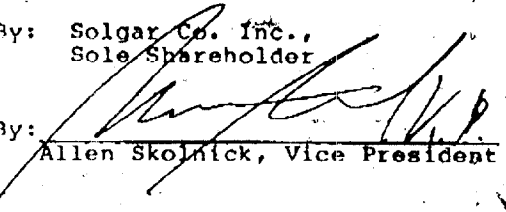
SOLGAR HYDROCULTURE, INC.

By: Solgar Co. Inc.,
Sole Shareholder

By: 
Allen Skolnick, Vice President

SOLGAR REALTY, INC.

By: Solgar Co. Inc.,
Sole Shareholder

By: 
Allen Skolnick, Vice President

SOLGAR REALTY OF LONG BEACH, INC.

By: Solgar Realty, Inc.,
Sole Shareholder

By: 
Allen Skolnick, Vice President

SOLGAR AIR CHARTERS, LTD.

By: Solgar Co. Inc.,
Sole Shareholder

By: 
Allen Skolnick,
Vice President

*State of New York }
Department of State } ss:*

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

APR 20 1990



A handwritten signature in black ink, appearing to read "J. Clark", with a long horizontal line extending to the right.

Special Deputy Secretary of State

DOB-1266 (5/96)

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Certificate of Amendment
of
Certificate of Incorporation
of
SOLGAR CO., INC.

Pursuant to Section 805 of the Business Corporation Law

IT IS HEREBY CERTIFIED:

FIRST: The name of the Corporation is SOLGAR CO., INC. hereinafter referred to as the Corporation.

SECOND: The Certificate of Incorporation was filed with the Department of State of the State of New York on June 18, 1947.

THIRD: The Certificate of Incorporation is hereby amended to effect the foregoing change:

To amend Paragraph (1) which sets forth the name of the Corporation. Paragraph (1) shall now read as follows:

(1) The name of the Corporation is: SOLGAR VITAMIN AND HERB COMPANY INC.

FOURTH: The amendment to the Certificate of Incorporation was authorized first by the board, followed by the holder of all outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, this Certificate of Amendment has been subscribed by the undersigned, this 13th day of October 1954, who affirms that the statements made herein are true under the penalties of perjury.

Allen Skolnick
Allen Skolnick, President
Constance Skolnick
Constance Skolnick, Secretary

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941013000 325

Certificate of Amendment

of the

Certificate of Incorporation

of

SOLGAR CO., INC.

Pursuant to Section 805 of the Business Corporation Law

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**XL-39
BILLED**

Filed By:

Bass & Ullman
747 3rd Avenue 14th Floor
New York, NY 10017

STATE OF NEW YORK
DEPARTMENT OF STATE

REC OCT 13 1994

TAX \$

BY: *[Signature]*

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

ASSIGNOR: SOLGAR VITAMIN AND HERB COMPANY, INC.

ASSIGNEE: AMERICAN HOME PRODUCTS CORPORATION

UNITED STATES TRADEMARK ASSIGNMENT

THIS ASSIGNMENT, effective as of the 30th day of July 1998, is made by and between SOLGAR VITAMIN AND HERB COMPANY, INC., a/k/a Solgar Co. Inc., a New York corporation with its office at 410 Ocean Avenue, Lynbrook, New York 11563 ("Assignor"), and AMERICAN HOME PRODUCTS CORPORATION, a Delaware corporation with its office at Five Giralda Farms, New Jersey 07940 ("Assignee")

WITNESSTH:

WHEREAS, Assignor is the sole owner of the entire right, title and interest in and to the trademark registration thereof as follows:

CAMBRIDGE – Registration Number 1,436,173 - registered April 14, 1987.

WHEREAS, Assignor desires to sell, transfer and assign to Assignee all of Assignor's right, title and interest in and to the trademark registration therefore together with the portion of the business to which the trademark pertains or the goodwill of the business in connection with which the trademark is used and which is symbolized by the trademark, along with the right to recover for damages and profits for past infringements thereof;

WHEREAS, Assignee desires to acquire from Assignor all of Assignor's right title and interest in and to the trademark registration therefor together with the portion of the business to which the trademark pertains or the goodwill of the business in connection with which the trademark is used and which is symbolized by the trademarks, along with the right to recover for damages and profits for past infringements thereof.

NOW, THEREFORE, for one dollar and other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, Assignor hereby sells, transfers and assigns to Assignee, its successors and assigns, Assignor's entire right and interest in and to the trademark registration therefor set forth above, together with the portion of the business to which the trademarks pertain or the goodwill of the business in connection with which the trademarks are used and which is symbolized by said trademarks, along with the right to recover for damages and profits for past infringements thereof.

TO HAVE AND TO HOLD by Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by Assignor had not this transfer and assignment been made.

Assignor covenants and agrees that no assignments, sale, agreement or encumbrance has or will be made or entered into which would conflict with this assignment and sale.

Assignor covenants and agrees that it will, without charge to Assignee, whenever so requested by Assignee, execute and deliver such further instruments and perform any other reasonable acts that Assignee may require as may be necessary or convenient for vesting in Assignee the full benefits of all the rights and premises hereby assigned and/or provide evidence to support any of the foregoing in the event such evidence is deemed necessary by Assignee, to the extent such evidence is in the possession or control of Assignor.

The Commissioner of Patents and Trademarks is hereby respectfully requested to record this assignment in the United States Patent and Trademark Office against the files of the registration herein described.

EXECUTED THE 28th **DAY OF** September, 2000

ASSIGNOR:

SOLGAR VITAMIN AND HERB COMPANY, INC.

By: Richard Eisenberg

Richard Eisenberg, General Counsel/Asst Secy
~~Allen Skolnick~~