

RE

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

02-01-2001

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

MRD
2-1-01



101601983

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 9-29-00

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

Merger

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 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

10/24/2000 MTHAI1 00000080 1649795

01 FC:481 40.00 OP
02 FC:482 550.00 OP

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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: 002227 FRAME: 0544

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)

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:

#

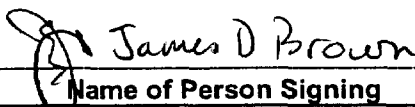
Authorization to charge additional fees:

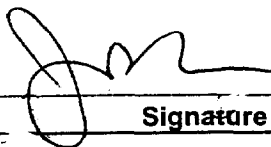
Yes

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.


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

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Trademark Application Number(s)

Registration Number(s)

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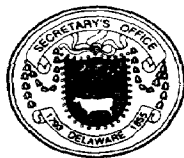
Office of the Secretary of State

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:

"NUTRI/SYSTEM, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NUTRISYSTEM.COM INC." UNDER THE NAME OF "NUTRI/SYSTEM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF SEPTEMBER, A.D. 2000, AT 12:15 O'CLOCK P.M.

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



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001458945

A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

AUTHENTICATION: 0669542

DATE: 09-12-00

TRADEMARK
REEL: 002227 FRAME: 0547

CERTIFICATE OF OWNERSHIP AND MERGER

of

NUTRI/SYSTEM, INC.,
a Delaware corporation,

with and into

nutrisystem.com inc.,
a Delaware corporation

Pursuant to Section 253 of the Delaware General Corporation Law, Nutri/System, Inc., a Delaware corporation ("Nutri/System"), and nutrisystem.com, inc., a Delaware corporation ("nutrisystem.com"), hereby certify to the following information relating to the merger of Nutri/System with and into nutrisystem.com (the "Merger"):

1. The names and states of incorporation of the parties to the Merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Nutri/System, Inc.	Delaware
nutrisystem.com inc.	Delaware

2. Nutri/System is a wholly owned subsidiary of nutrisystem.com.

3. An Agreement and Plan of Merger dated as of August 24, 2000 (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by the Board of Directors of each of Nutri/System and nutrisystem.com and by the sole stockholder of Nutri/System.

4. The Board of Directors of nutrisystem.com. adopted the following resolution by unanimous written consent on August 24, 2000 approving the Merger:


"FURTHER RESOLVED, that the form, terms and provisions of the Merger Agreement, whereby Nutri/System, Inc. will merge with and into the Company with the Company as the surviving corporation under the name "Nutri/System, Inc.," are hereby approved, in substantially the form submitted to this meeting, and the execution and delivery of the Merger Agreement by Brian D. Haveson, President of the Company, acting singly, for and on behalf of the Company, is hereby approved and Brian D. Haveson, President of the Company, is hereby authorized to execute and deliver the Merger Agreement and each of the other documents required to be executed and delivered by the Company in connection with the

Merger Agreement, for and on behalf of the Company, together with such changes therein and additions thereto as Mr. Haveson shall approve, such approval to be evidenced conclusively by his execution and delivery thereof."


5. The Certificate of Incorporation of nutrism.com, as now in force and effect, shall be the Certificate of Incorporation of the surviving corporation; provided that Article FIRST of such Certificate of Incorporation shall be amended so that as amended said Article FIRST shall read in its entirety as follows: "The name of the corporation is Nutri/System, Inc. (the "Corporation")."

IN WITNESS WHEREOF, Nutri/System, Inc. and nutrism.com inc. have caused this Certificate of Ownership and Merger to be executed this 12 day of September, 2000.

NUTRI/SYSTEM, INC.

By: 
Brian D. Haveson, President and
Chief Executive Officer

nutrism.com inc.

By: 
Brian D. Haveson, President and
Chief Executive Officer