

04-10-2001

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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
 - Merger
 - Change of Name
 - Other
- Effective Date
Month Day Year

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

04/09/2001 DBYRNE 00000035 011793 7503564

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 2850.00 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: 002270 FRAME: 0718

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)

<input type="text" value="See Attached List"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="See Attached List"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Lisa A. Smith

Lisa A. Smith

3/16/01

Name of Person Signing

Signature

Date Signed

**Recordation of Name Change Continuation
TRADEMARKS**

Conveying Party: Amway Corporation
Receiving Party: Alticor Inc.

Trademark	Application No.
BUSINESS TO BUSINESS SOLUTIONS	75/835641
HG HOMEGEAR + DESIGN	75/580035
HOME ESSENTIALS	75/527015
HOMEGEAR	75/557201
HYDROPLENISH	75/771669
KIDS EYE + DESIGN	75/662241
NUTRIFRESH	75/537671
PS DESIGN	76/006926
REHNBORG CENTER LOGO	75/229511
SPIN-OFF	75/631465
SUMMIT AUTO CLUB	75/386361
THE LOOP	75/729673
WHAT YOU WANT (WYW)	75/728713

Trademark	Registration No.
ABN AMWAY BUSINESS NETWORK + DESIGN	2262341
ACTIVE 8	1220231
ACTIVE 8 FRUIT SQUEEZE	1489605
AMAGIFT	994322
AMAGRAM	1052380
AMWAY + 2 BAR WORLD DESIGN	1645095
AMWAY + 2 BAR WORLD DESIGN	1659400
AMWAY + 2 BAR WORLD DESIGN	1691057
AMWAY + 2 BAR WORLD DESIGN	1703594
AMWAY + 2 BAR WORLD DESIGN	1742574
AMWAY + 2 BAR WORLD DESIGN	2298490
AMWAY + 3 WATER DROPS DESIGN (11 BAR)	1819456
AMWAY + 3 WATER DROPS DESIGN (6 BAR)	2091726
AMWAY QUEEN	1821017
AMWAY THE COMPATIBLES	1815310
AMWAY WATER TREATMENT SYSTEM + DESIGN	1437198
APPLE DOOS	2070448
APSA-80	1356095
ARTISTRY	1507287
BANANA BOUNTY	2409721
BET-A-ZINC	1724548
BIOQUEST	1861342
BOTANICAL SCENTS	2347781
BUFF UP	1293743
BUFF-UP	785438

Conveying Party: Amway Corporation

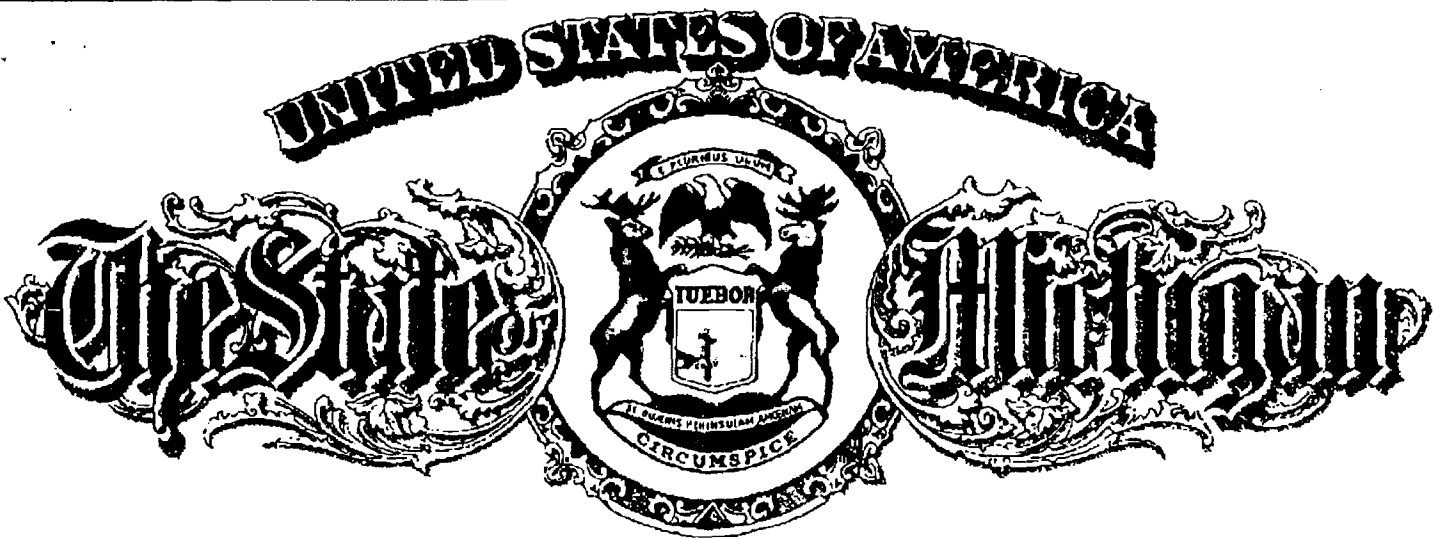
Receiving Party: Alticor Inc.

Page 2

Trademark	Registration No.
CHATEAU D'ERMO	1873024
CHOCO DOOS	1828980
CHROMPIC EXTRA	2298962
CIRCLES AND +/- DESIGN	2386552
CLEAR TRAK	1749285
CRANBERRY APPLE BOUNTY	2107010
CRITIC'S CHOICE	1738504
CRITIC'S CHOICE	1962294
CRITIC'S CHOICE	2167079
CRYSTAL BRIGHT	1507708
DEBUT	1865142
DISH DROPS	898918
EASY MAGIC	1525157
FAR CORNERS	1539483
FLASH COAT	1894769
FRUITY DOOS	1797201
FRUITY RICE	2235504
FULCRUMATIC	1185840
GARLIC THAT DOESN'T TALK BACK	1971724
GOLD SOLUTION	2291534
GRAND PLAZA	2105695
HAPPY DAYS	1861432
HARDCAP	726173
HARVEST 12	2186204
HONEY DOOS	2093647
HOUR GUARD	2005159
KOZY KIDS + DESIGN	2211139
LEADING EDGE	1774877
LEADOFF	1600183
LS-928	1279535
MAGIC FOAM	838046
MEADOWBROOK	1823706
MEADOWBROOK	2004458
MINT CONDITION	1293742
MINT CONDITION CAR WASH	2142633
MODERN MAGIC SNACKS	1967628
MODERN MAGIC SNACKS	2216906
MOP MATE	1023042
MOUNTAIN MIST	1245738
N + DESIGN	2098962
NATURAL ACCENTS	2407063

TRADEMARK
REEL: 002270 FRAME: 0721

Trademark	Registration No.
NINE TO FIVE	1502362
NINE TO FIVE	1855671
NUTRIEDGE	1841156
PARSELENIUM-E	1311929
PERSONAL ACCENTS	2251793
PHYTOFACTORS	2096123
PHYTOFACTORS	2302920
PHYTOFACTORS	2,381,800
PREMIER BREED	2168342
PROFESSOR ALPHA'S	1742106
PROMINENCE	1731960
PURSUE	836947
PURSUE	1481367
QUIET BREEZES	1392935
RARE BREED	2011856
REHNBORG CENTER	2352807
REHNBORG CENTER + LOGO	2388069
REHNBORG CENTER + LOGO (STACKED)	2385902
REMOVE	791552
SCENTSCAPES	1514282
SCENTSCAPES	1902298
SCRUB BRITE	1930948
SCRUB BUDS	841854
SCRUB BUDS	1705059
SMASHING WHITE	881404
SNACK SENSE	1751442
STRIVE	2152791
STRIVE	2186675
STRIVE	2217716
SUN-LIGHT	1710251
SUNNY PUFFS	2093621
THE FIRST LINE OF DEFENSE FOR IMPROVING INDOOR AIR QUALITY	2322166
THE WORLD OF AMWAY	1118764
TIE 'N' TOTE	983085
TWIN POWER	1397305
WONDER MIST	758025



Michigan Department of Consumer and Industry Services

Lansing, Michigan

This is to Certify that the Annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 15th day of February, 2001.

, Director

172 0547072

Bureau of Commercial Services

**MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES
CORPORATION & LAND DEVELOPMENT BUREAU**

Date Received OCT 23 2000	(FOR BUREAU USE ONLY)	<p>FILED</p> <p>OCT 23 2000</p> <p>Administrator CORP. SECURITIES & LAND DEV. BUREAU</p>
This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.		
Name	BRUCE C YOUNG, WARNER NORCROSS & JUDD LLP	
Address	900 OLD KENT BLDG 111 LYON ST NW	
City	GRAND RAPIDS MI 49503-2487	Effective Date:
	State	Zip Code

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

RESTATED ARTICLES OF INCORPORATION
FOR USE BY DOMESTIC NONPROFIT CORPORATIONS
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is:	AMWAY CORPORATION
2. The identification number assigned by the Bureau is:	138-374
3. All former names of the corporation are:	JA-RI CORPORATION
4. The date of filing the original Articles of Incorporation was:	<u>September 6, 1949</u>

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is **ALTICOR INC.**

ARTICLE II

The purpose of the corporation is to engage in any lawful activity within the purposes for which corporations may be formed under the Michigan Business Corporation Act.

Handwritten signatures and initials: [Signature] 10/11/00 [Signature]

ARTICLE III

The total authorized capital stock is one hundred eleven million (111,000,000) shares, consisting of one million (1,000,000) shares of Class A common stock ("Class A stock") and one hundred ten million (110,000,000) shares of Class B common stock ("Class B stock").

The following provisions shall apply to the authorized stock of the corporation.

A. VOTING RIGHTS

The holders of shares of Class A stock shall be entitled to one vote for each share upon each matter submitted to a vote. Except as otherwise expressly provided by law, Class B stock shall have no voting rights.

B. GENERAL

Except as provided in Section A of this Article III with respect to voting rights, the Class A stock and the Class B stock shall rank equally and be identical in all respects. The shareholders of the corporation shall have no preemptive rights to acquire the corporation's unissued shares. Any unissued shares of stock of any class herein authorized or hereafter increased or created may be issued from time to time by the corporation in such manner, amounts and proportions and for such consideration as shall be determined from time to time by the board of directors or a committee of the board of directors and as may be permitted by law.

ARTICLE IV

The address of the registered office is 30600 Telegraph Road, Bingham Farms, Michigan, 48025. The name of the resident agent at such address is The Corporation Company.

ARTICLE V

The business and affairs of the corporation shall be managed by or under the direction of its board of directors, except as otherwise provided in the Michigan Business Corporation Act or these Articles of Incorporation. As permitted by Sections 209(1)(a) and 501 of the Michigan Business Corporation Act, and in addition to any other rights, powers, and authority reserved to the shareholders by statute, the powers and authority of the board of directors are limited by the restriction that the board may not authorize, approve, or take any of the following actions without the favorable vote (either before or after the authorization, approval, or taking of such action by the board) of shares entitled to cast a majority of the total number of votes which could be cast for the

election of directors at a meeting of shareholders at which all shares are present (in person or by proxy):

- (a) any issuance of the capital stock of the corporation;
- (b) any capital expenditure (or group of related capital expenditures constituting a single project or program) in excess of \$50 million;
- (c) any business combination (whether by merger, consolidation, share exchange or otherwise) with any person, acquisition of more than twenty percent of the voting equity (whether shares, partnership interests, membership interests or other voting equity interests) of any person, or acquisition as a going business of the assets of any person, or of any operating division or line of business of any person, in which
 - (i) the annual revenues or total assets of such person (or, if an operating division or line of business is being acquired, of such division or line of business) exceed \$50 million; or
 - (ii) the total consideration to be paid or issued by the corporation (exclusive of reasonable compensation and fair market rentals under prior existing leases, but inclusive of contingent future consideration (such as earn-outs), consulting fees and payments for covenants not to compete), as determined in the reasonable judgment of the board of directors, is in excess of \$50 million; or
 - (iii) the corporation will, as the result of any such business combination, have any class of equity securities (A) registered or required to be registered under the Securities Exchange Act of 1934 or (B) listed or authorized for trading on any recognized and established domestic or foreign securities exchange or securities trading market;
- (d) any filing by the corporation or by any subsidiary of the corporation of a registration statement with the United States Securities and Exchange Commission under the Securities Act of 1933, or of an application for registration or qualification under the securities laws or regulations of any other domestic or foreign jurisdiction or under the rules and regulations of any recognized and established domestic or foreign securities exchange or securities trading market, with respect to any offering or sale of any equity securities by the corporation or such subsidiary and/or any holder of any of the corporation's or such subsidiary's equity securities;

- (e) any borrowing by the corporation from one or more banks, insurance companies or other financial institutions in a single transaction, or in a series of transactions pursuant to a single set of agreements and other documents, with a stated maturity in excess of twelve months, or renewable at the corporation's option for a term in excess of twelve months, in a principal amount in excess of \$100 million;
- (f) any borrowing by the corporation from one or more banks, insurance companies or other financial institutions that would cause the principal amount of the corporation's aggregate indebtedness for borrowed money (excluding any indebtedness that has a stated maturity of less than twelve months and that is not renewable at the corporation's option for a term in excess of twelve months) to exceed the greater of \$500 million or such other borrowing limit as may be established from time to time by resolution adopted by the shareholders; and
- (g) setting or changing the number of directors which shall constitute the whole board of directors.

Subject to the rights of the holders of any class or classes or series of stock then outstanding to elect one or more directors, any vacancy occurring in the board of directors caused by resignation, removal, death, disability, disqualification or other incapacity, and any newly created directorships resulting from an increase in the number of directors, shall be filled only by the shareholders.

ARTICLE VI

When a compromise or arrangement or a plan or reorganization of this corporation is proposed between this corporation and its creditors or any class of them or between this corporation and its shareholders or any class of them, a court of equity jurisdiction within the state, on application of this corporation or of a creditor or shareholder thereof, or on application of a receiver appointed for the corporation, may order a meeting of the creditors or class of creditors or of the shareholders or class of shareholders to be affected by the proposed compromise or arrangement or reorganization, to be summoned in such manner as the court directs. If creditors representing 3/4 in amount of the outstanding debt of the corporation held by all of such creditors or class of creditors, or if the holders of 3/4 of the outstanding shares of the corporation held by such shareholders or class of shareholders, agree to a compromise or arrangement, or a reorganization of this corporation as a consequence of a compromise or arrangement, then the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all of such creditors or class of creditors, or on all of such shareholders or class of shareholders and also on this corporation.

ARTICLE VII

A director of the corporation shall not be liable to the corporation or its shareholders for money damages for any action taken or any failure to take any action as a director, except liability for any of the following:

- (1) The amount of a financial benefit received by a director to which he or she is not entitled;
- (2) Intentional infliction of harm on the corporation or its shareholders;
- (3) A violation of Section 551 of the Michigan Business Corporation Act; or
- (4) an intentional criminal act.

If the Michigan Business Corporation Act is amended to authorize further elimination or limitation of the liability of directors, then the liability of the directors of the corporation shall be further eliminated or limited to the fullest extent permitted by the Michigan Business Corporation Act, as so amended. No amendment to or modification or repeal of this Article shall increase the liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal.

ARTICLE VIII

These Articles of Incorporation may be amended as provided in Chapter 6 of the Michigan Business Corporation Act.

b. These Restated Articles of Incorporation were duly adopted on the 19th day of October, 2000 in accordance with the provisions of Section 642 of the Act and (check one of the following)

were duly adopted by the Board of Directors without a vote of the shareholders. These Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as heretofore amended and there is no material discrepancy between those provisions and the provisions of these Restated Articles.

were duly adopted by the shareholders. The necessary number of shares as required by statute were voted in favor of these Restated Articles.

were duly adopted by the written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)

were duly adopted by the written consent of all the shareholders entitled to vote in accordance with section 407(2) of the Act.

Signed this 19th day of October, 2000

By


(Signature of an authorized officer or agent)

Richard M. DeVos, Jr.

(Type or Print Name)