

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Nutribasics L.P.

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

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

2. Name and address of receiving party(ies)

Name: DuCoq L.P.

Internal Address: _____

Street Address: 115 Executive Drive

City: Highland State: Illinois Zip: 62249

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 1, 1997

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

A. Trademark Application No.(s)

Additional number(s) attached Yes No

B. Trademark Registration No.(s)

0892343 1217236
 1217235 1522280

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

Name: Andrea F. Sellers

Internal Address: Stinson, Mag & Fizzell, P.C.

Street Address: 1201 Walnut Street, Suite 2800
P.O. Box 419251

City: Kansas City State: Missouri Zip: 64141-6251

6. Total number of applications and registrations involved: 4

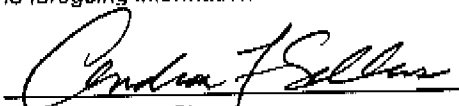
7. Total fee (37 CFR 3.41) \$ 115.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
19-4409
 (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.

Andrea F. Sellers  1/30/02
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

Delaware

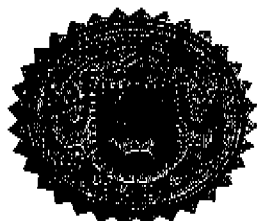
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NUTRIBASICS L.P.", A DELAWARE LIMITED PARTNERSHIP,

WITH AND INTO "DUCOA L.P." UNDER THE NAME OF "DUCOA L.P.", A LIMITED PARTNERSHIP ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF AUGUST, A.D. 1997, AT 2:30 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1572259

DATE: 01-22-02
TRADEMARK

REEL: 002406 FRAME: 0613

2320937 8100M

010638612

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:30 PM 08/01/1997
971257398 - 2320934

CERTIFICATE OF MERGER

OF

NUTRIBASICS L.P.
a Delaware limited partnership,

INTO

DUCOA L.P.
a Delaware limited partnership

The undersigned limited partnership organized and existing under and by virtue of the Delaware Revised Uniform Limited Partnership Act, 6 Del C. § 17-101, et seq. (the "Act"),

DOES HEREBY CERTIFY,

FIRST: That the name and state of formation of each of the constituent limited partnerships of the merger are as follows:

<u>NAME:</u>	<u>STATE OF FORMATION:</u>
Nutribasics L.P.	Delaware
DuCoa L.P.	Delaware

SECOND: That an agreement of merger among the parties to the merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent limited partnerships and their respective partners in accordance with the requirements of Section 17-211 of the Act.

THIRD: That the surviving limited partnership shall be DuCoa L.P., a Delaware limited partnership, and the name of the surviving limited partnership is DuCoa L.P.

FOURTH: That the executed agreement of merger is on file at the principal place of business of the surviving limited partnership. The address of the principal place of business of the surviving limited partnership is 115 Executive Drive, Highland, Illinois 62249.

FIFTH: That a copy of the agreement of merger will be furnished by the surviving limited partnership, on request and without cost, to any partner of any constituent limited partnership.

SIXTH: That this Certificate of Merger shall be effective at the time of its filing with the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed by its duly executed officer this 1st day of August, 1997.

DUCOA L.P.,
By: DCV, Inc., its General
Partner

By: Mark J. Gundersen
Name: Mark J. Gundersen
Title: Vice President and Secretary

267462