

01-15-2002



101947260

Attached original documents or copy thereof.

1. Name of conveying party(ies):  
**NUTRAMAX HOLDINGS, INC.**

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

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

2. Name and address of receiving party(ies)  
Name: **NUTRAMAX PRODUCTS, INC.**  
Internal \_\_\_\_\_  
Address: \_\_\_\_\_

Street Address: **51 Blackburn Drive**  
City: **Gloucester** State: **MA** Zip: **01930**

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

If assigned is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designation 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: **September 27, 2001**

4. Application number(s) or registration number(s):  
 A. Trademark Registration Nos:  
**1,641,718 FRESH 'N EASY**  
**1,709,678 PURE & GENTLE**  
**1,266,817 SWEET 'N FRESH (stylized)**

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s)  
 Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: **Marie M. Nuguid, Senior Legal Assistant**  
 Internal Address: \_\_\_\_\_

Street Address: **Goodwin Procter LLP**  
**Exchange Place, 53 State Street**  
 City: **Boston** State: **MA** Zip: **02109-2881**

6. Total number of applications and registrations involved: ..... **3**

7. Total fee (37 CFR 3.41) ..... **90.00**  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
**07-1700**

(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.*

Marie M. Nuguid, Senior Legal Asst      *Marie M. Nuguid*      October 19, 2001  
 Name of Person signing      Signature      Date

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

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

01/15/2002 LMEILLER 00000012 1641718  
 40.00  
 50.00  
 01 FC:461  
 02 FC:462

# **CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**NUTRAMAX HOLDINGS, INC.**  
**A DELAWARE CORPORATION**

**WITH AND INTO**

**NUTRAMAX PRODUCTS, INC.**  
**A DELAWARE CORPORATION**

Pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL"), the undersigned, NutraMax Products, Inc., a Delaware corporation (the "Parent Corporation"), does hereby certify as follows:

FIRST: That on April 20, 1987, the Parent Corporation was incorporated as NutraMax Products, Inc. pursuant to the DGCL.

SECOND: That on February 2, 2001, the Parent Corporation amended and restated its Certificate of Incorporation.

THIRD: That the Parent Corporation owns all of the outstanding shares of capital stock of NutraMax Holdings, Inc., a Delaware corporation ("Holdings").

FOURTH: That the Parent Corporation, by the following resolutions duly adopted by a majority of Directors at a meeting of the Board of Directors, at which a quorum was present, held on September 25, 2001, determined to merge into itself Holdings according to the terms and provisions set forth in such resolutions:

**RESOLVED**, that the merger of NutraMax Holdings, Inc., a Delaware corporation and a wholly-owned subsidiary of the Parent Corporation ("Holdings"), with and into the Parent Corporation with the Parent Corporation being the surviving corporation, whereupon the Parent Corporation shall receive all property, rights, privileges, powers, and franchises of Holdings, and all debts and obligations of Holdings of whatever account, and all and every other right and obligation of Holdings, shall vest in the Parent Corporation (the "Holdings Merger") is hereby approved and authorized.

**RESOLVED**, that the officers of the Parent Corporation (the "Authorized Officers"), and each of them individually, be and hereby are, authorized and directed to prepare and execute on behalf of the Parent Corporation and in its name, a Certificate of Ownership and Merger, evidencing the Holdings Merger, setting forth a copy of the resolutions authorizing the Holdings Merger and causing the same to be filed with the Secretary of State of the State of Delaware, and to do all acts and things whatsoever,

whether within or without the State of Delaware, which may be in anyway necessary or proper to effect said Holdings Merger.

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