

05-29-2002

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Attorney Docket No.: 40678-0000



To the Honorable Commissioner of Patent and T

102102639

Documents or copy thereof.

5-28-02

1. Name of conveying party(ies):

Degussa Health & Nutrition Americas, Inc.
a Delaware corporation

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

Degussa Health & Nutrition Americas, LLC
23700 Chagrin Boulevard
Beachwood, Ohio 44122-5554

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: Conversion - Ref. ID No. 101999983

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State:
- Other: Delaware Limited Liability Company

Execution Date: December 19, 2001

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

B. Trademark Registration Nos.:

See attached Schedule

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

Mathew J. Scott, Esq.
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, D.C. 20004

Telephone: 202-739-5078
Facsimile: 202-739-3001
E-Mail: mscott@morganlewis.com

6. Total number of applications and registrations involved: 34

7. Total fee (37 CFR 3.41) Cal. x \$40.00 = \$
 x \$25.00 = \$
Total \$

Authorized to be charged to deposit account

8. Deposit account number: 13-4520

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.

Mathew J. Scott
Name of Person Signing

Signature

May 28, 2002
Date

Total number of pages including cover sheet, attachments and document: 7

Schedule A
Registered Trademarks

<u>Reg. No.</u>	<u>Mark</u>
254,764	HALLMARK
554,721	VITEX (Stylized)
585,408	SUNBURST
745,204	VITEX
761,022	VITEX
779,573	VITEXTURE
859,399	OLD KEG FOR GOODNESS SAKE Plus Design
864,615	FOR GOODNESS SAKE
1,110,629	CHOCOLATE BREAK
1,111,159	VITEX
1,252,394	PARSON'S
1,254,655	STRAWBERRY 80
1,254,714	NATURAL SODA PARSON'S MILI. Plus Design
1,254,975	VITEXZYME K
1,289,223	KEY-LATED Plus Design
1,314,855	FLAVOR LOCK
1,421,623	YIELD PLUS
1,527,252	TWITCHELL
1,541,796	ESQUIRE
1,550,632	DTI DARI-TECH Plus Design
1,697,252	PERFORMANCE PLUS
1,798,973	NUTRI-TECH
1,890,648	POWER UP
1,933,546	CRYSTAL FROST
1,986,366	RIPE NOW
2,018,222	RIVER OF DREAMS
2,042,189	RIPE NOW
2,048,275	RIO DE LOS SUENOS
2,143,439	DRAW
2,143,440	AMBUSH
2,143,442	DR. RAD
2,192,350	A TOUCH OF LIME
2,193,844	RED RIPE GRAPE
2,221,466	VINELAND

03-04-2002



Attorney Docket No.: 40678-0000

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

1. Name of conveying party(ies):

Degussa Health & Nutrition Americas, Inc.
a Delaware corporation

2.8.02

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

Degussa Health & Nutrition Americas, LLC

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State:
- Other: Delaware Limited Liability Company

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other: Conversion to Limited Liability Company

Execution Date: December 19, 2001

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

A. Trademark Application No.(s):

B. Trademark Registration Nos.:

See attached Schedule

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

Mathew J. Scott, Esq.
Morgan, Lewis & Bockius LLP
1111 Pennsylvania Ave., N.W.
Washington, D.C. 20004

Telephone: 202-739-5078
Facsimile: 202-739-3001
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33 x \$25.00 = \$ 825.00
 Total \$ 865.00

Authorized to be charged to deposit account

8. Deposit account number: 13-4520

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.

Mathew J. Scott
Name of Person Signing

Signature

February 7, 2002
Date

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

03/01/2002 LHMJELLER 00000116 254764

01 FC:481
02 FC:482

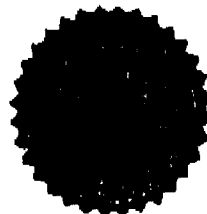
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "DEGUSSA HEALTH & NUTRITION AMERICAS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "DEGUSSA HEALTH & NUTRITION AMERICAS, INC." TO "DEGUSSA HEALTH & NUTRITION AMERICAS, LLC", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2001, AT 6 O'CLOCK P.M.



Harriet Smith Windsor
 Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1543153

DATE: 01-07-02

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 12/19/2001
020001635 - 2183060

DEGUSSA HEALTH & NUTRITION AMERICAS, INC.

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 266
OF THE GENERAL CORPORATION LAW OF DELAWARE**

THE UNDERSIGNED, Degussa Health & Nutrition Americas, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Degussa Health & Nutrition Americas, Inc.
2. The name under which the Corporation was originally incorporated is Theresa Friedman and Sons, Inc.
3. The date on which the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware is December 30, 1988.
4. The name of the limited liability company into which the Corporation is herein being converted is Degussa Health & Nutrition Americas, LLC.
5. The conversion has been approved in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Degussa Health & Nutrition Americas, Inc. has caused this Certificate to be signed in its name by Peter A. Vinocur, its Vice President and Secretary, this 19th day of December, 2001.

**DEGUSSA HEALTH & NUTRITION
AMERICAS, INC.**

By: /s/ Peter A. Vinocur
Name: Peter A. Vinocur
Title: Vice President and Secretary