

12/31/01 RE



102049187

To the Honorable Commissioner of

attached original documents or copy thereof.

1. Name of conveying party(ies):
TRUE ORGANIC PRODUCTS INTERNATIONAL, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Florida
 Other:

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: 12/17/2001

2. Name and address of receiving party(ies)
Name: TRUE ORGANIC PRODUCTS, INC.
Internal Address:
Street Address: P.O. BOX 523271
City: MIAMI State: FL ZIP: 33152

Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation-State: FLORIDA
 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) and address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark No.(s)
1,950,814

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed
Name: Kevin P. Crosby, Esq.
Internal Address: Brinkley, McNerney, Morgan, Solomon & Tatum, LLP
Street Address: 200 East Las Olas Boulevard, Suite1900
City: Fort Lauderdale State: Florida ZIP: 33301
Telephone: (954) 522-2200


6. Total number of applications and registrations involved: 8

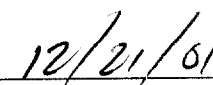
7. Total fee (37 CFR 3.41) \$40.00
 Enclosed
 Authorized to be charged to Deposit Account

8. Deposit account number: 50-1111
(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.


Kevin P. Crosby, Reg. No. 32,123


Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commission of Patents and Trademarks, Box Assignments

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ASSIGNMENT OF TRADEMARK REGISTRATIONS

REGISTRANT/ASSIGNOR: TRUE ORGANIC PRODUCTS INTERNATIONAL, INC.
Address: 8189 N.W. 74TH AVENUE
MEDLEY, FL 33166
A Florida Corporation

ASSIGNEE: TRUE ORGANIC PRODUCTS, INC.
Address: P.O. BOX 523271
MIAMI, FL 33152
A Florida Corporation

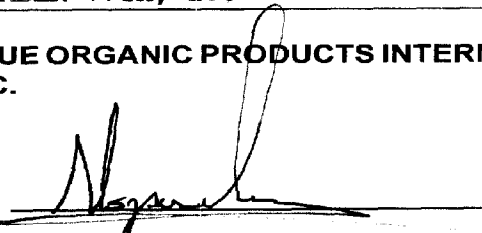
The Assignor is the owner of the mark "TRUE ORGANIC" and is the owner of United States trademark registration 1,950,814 therefor, and the Assignee is desirous of acquiring the same. In consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Assignor hereby assigns to the Assignee, including its successors, assigns, heirs and administrators, all of the Assignor's right, title and interest in and to the mark and the trademark registration therefor, including the right to sue for damages for all past infringements occurring prior to the execution date of this Assignment, and to any and all marks and registrations which may evolve therefrom; and including all goodwill associated with the mark transferred hereby;

The Assignor also assigns all of its right, title and interest in and to said mark in all foreign countries, and all applications for registration of said mark in foreign countries and any registration(s) which may evolve therefrom, including the right to claim International Convention priority; and

The Assignor agrees to execute any papers or perform any acts required to establish, vest or protect the Assignee's rights therein or which may be reasonably requested by Assignee to effectuate the purpose of this Assignment, without any additional payment therefor, but without any expense to Assignor.

Effective date of this document: DECEMBER 17TH, 2001

ASSIGNOR: TRUE ORGANIC PRODUCTS INTERNATIONAL, INC.

By: 
Name: ALEJANDRO MENDEZ
Title: PRESIDENT

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of TRUE ORGANIC PRODUCTS, INC., a Florida corporation, filed on February 18, 1999, as shown by the records of this office.

The document number of this corporation is P99000016383.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Nineteenth day of February, 1999



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION
OF
TRUE ORGANIC PRODUCTS, INC.

FILED
99 FEB 18 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of Incorporation, natural person competent to contract, hereby form a Corporation under the Laws Of The State Of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be : **TRUE ORGANIC PRODUCTS, INC.**

ARTICLE II . NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is buying and selling of personal and real property. And any other activities or business permitted under the Laws of The United States and the State Of Florida.

- a) To operate a General Investments Business and or any kind of Business connected with such, if permitted by the Laws of The State Of Florida.
- b) To engage in all manner of commercial transactions permitted by the Laws in connection With its main purpose and to freely engage in commerce and industry to the same extent As a natural person might or could do.
- c) To do everything necessary and proper for the accomplishment of the objects enumerated In the articles or any amendment thereto or necessary or incidental to the protection and Benefit of the Corporation.
- d) To conduct its business in its main office and its branches in the State Of Florida, or in any Other State or territories of the United States, and in Foreign Countries, and ultimately to do all acts and to exercise all powers now or thereafter authorized by the Laws necessary to carry on the business and/or promote any of the subjects or objects for which the Corporation has been formed.

ARTICLE III. CAPITAL STOCK.

The amount of Capital Stock authorized shall be ONE THOUSAND DOLLARS(\$ 1,000.00)
The maximum numbers of Shares of Stock that this Corporation is authorized to have issued and outstanding at any time is ONE THOUSAND (1,000) Shares OF Common Stock having a par value of One Dollar(\$1.00) per share.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation is to have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. INITIAL REGISTERED MAILING ADDRESS.

The principal Mailing address of this Corporation will be P.O. Box 523271, Miami, Florida 33152

ARTICLE VI. BOARD OF DIRECTORS.

The number of Directors of this Corporation shall be no less than 01, but no more than 04

ARTICLE VII. INITIAL DIRECTORS.

The names of the initial Director(s) of this Corporation and their Street Address(es) are:

Alejandro Mendez
7250 N.W. 70TH Street
Miami, Florida 33166

ARTICLE VIII. INITIAL OFFICERS.

The names and post offices addresses of the first Board of Directors who, subject to the provisions of this Certificate of Corporation, The By-Laws of The State Of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified as follows:

PRESIDENT : ALEJANDRO MENDEZ, 7250 N.W. 70TH STREET, MIAMI, FLORIDA 33166
SECRETARY: ALEJANDRO MENDEZ, 7250 N.W. 70TH STREET, MIAMI, FLORIDA 33166

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX. OWNERSHIP OF STOCK CERTIFICATES.

The names and Post Office Addresses of each subscriber to this Certificate Of Incorporation, and the number of Shares Of Stock of this Corporation which they agree to take are as follows :

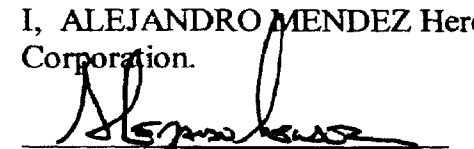
NAME :	ADDRESS :	SHARES :
ALEJANDRO MENDEZ,	7250 N.W. 70 TH STREET, MAIMI, FL 33166	1,000

ARTICLE X. INITIAL REGISTERED AGENT.

In pursuance of Chapter 48.091, Florida Statutes, the corporation has named as registered agent the following person :

ALEJANDRO MENDEZ, 7250 N.W. 70TH STREET, MIAMI, FLORIDA 33166

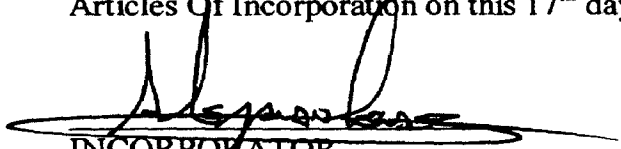
I, ALEJANDRO MENDEZ Hereby accept the position of Registered Agent of the aforementioned Corporation.


ALEJANDRO MENDEZ

ARTICLE XI. AMENDMENT.

The articles of Incorporation may be amended in the manner provided by the Laws. Every Amendment shall be approved by the Board Of Directors, proposed by them to the Stockholders and approved at the Stockholders meeting by the majority of the vote entitled to vote thereon. Unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these articles of Incorporation be made.

IN WITNESS WHEREOF, the Undersigned, as Incorporator(s), have executed the Foregoing Articles Of Incorporation on this 17th day of February, 1999


INCORPORATOR