



3 ONLY

102206382

To the Honorab.

Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Pharmavite Corporation
8510 Balboa Boulevard, Suite 300
Northridge, California 91325

08/19/02

Individual(s) Association
General Partnership Limited Partnership
 Corporation - California
Other

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

Name: Pharmavite LLC
Internal Address:
Street Address: 8510 Balboa Boulevard, Suite 300
City: Northridge State: CA ZIP: 91325
Individual(s) citizenship
Association
Limited Partnership
 Limited Liability Corporation-California
Other

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

3. Nature of conveyance:

Assignment Merger
Security Agreement Change of Name
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)

Execution Date: March 14, 2002

Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

76/418,860

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Lori M. Stockton
Internal Address: BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN
Street Address: 12400 Wilshire Boulevard, 7th Floor
City: Los Angeles State: CA ZIP: 90025

6. Total number of applications and registration involved: 74

7. Total fee (37 CFR 3.41).....\$ 1,865.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

02-2666
(Attach duplicate copy of this page if paying by deposit account)

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.

Lori M. Stockton
Name of Person Signing

Lori M. Stockton
Signature

8/5/02
Date

Total number of pages comprising cover sheet: 9

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513 on 8/16/02.

Candace Baker
Candace Baker
8/16/02
Date

PHARMAVITE LLC

| MARK | Serial No. | Registration No. |
|---------------------------------------|------------|------------------|
| ABCS OF HERBS | 76/418,860 | |
| ABCS OF HERBS | 76/418,861 | |
| FIBERCLEAR | 76/377,855 | |
| FIBERCLEAR...CLEARLY BETTER | 76/402,315 | |
| HERBAL ABCS | 76/418,867 | |
| IMMUNOTICS | 75/886,230 | |
| INSTAFIBER | 76/224,727 | |
| JOINT ACTION | 76/208,650 | |
| MISCELLANEOUS DESIGN (Ladybug Design) | 75/711,149 | |
| MOOD PLUS | 76/398,524 | |
| MY VITAMIN REGIMEN | 76/326,963 | |
| MY WELLNESS ACCOUNT | 76/233,109 | |
| MY WELLNESS ADVISOR | 76/237,530 | |
| MY WELLNESS REWARDS | 76/233,110 | |
| NATURE MADE NUTRITIONALS | 75/869,336 | |
| NATURE MADE WELLNESS | 76/233,100 | |
| NATURE MADE WELLNESS ADVISOR | 76/233,111 | |
| NOSE DESIGN LOGO | 76/370,610 | |

| | | |
|---|------------|-----------|
| OPTIMIZE | 76/051,613 | |
| PRE-MIGRA | 76/362,223 | |
| REKINDLE | 76/395,275 | |
| SAM-E FLEX | 76/208,570 | |
| SAME-EASE | 76/139,284 | |
| SOYBALANCE | 76/395,310 | |
| SOYWOMAN | 76/324,941 | |
| TRI-MIGRA | 76/362,224 | |
| TRIPLE FLEX | 76/189,188 | |
| VITARA | 75/824,576 | |
| YOUR BODY'S OWN MOOD ENHANCER | 76/399,471 | |
| ANDROPAN | | 2,602,760 |
| BEAUTIFUL HEALTHY SKIN SPEAKS FOR ITSELF | | 1,508,865 |
| BECAUSE GOOD HEALTH COMES NATURALLY | | 1,984,541 |
| BREATH RENEW | | 2,065,587 |
| CALBURST | | 2,441,437 |
| CALCIUM OPTIMIZERS | | 1,397,350 |
| CHOLEST-OFF | | 2,595,870 |
| DAILY COMBO | | 1,657,973 |
| DISTENGRATIONTESTED FORMULA & DESIGN | | 1,760,568 |

| | | |
|--|--|-----------|
| DISSOLUTION TESTED FORMULA & DESIGN | | 1,763,595 |
| EPA PLUS | | 1,486,662 |
| ESSENTIAL BALANCE | | 1,421,687 |
| FOLLOW THE KNOWLEDGE | | 2,463,240 |
| GREAT BREATH | | 2,027,904 |
| HEALTH INFORMATION SERVICES (STYLIZED) | | 1,448,005 |
| ISLAND SUN | | 1,217,192 |
| MADE FOR A LIFETIME | | 2,139,675 |
| MATURE BALANCE | | 1,863,036 |
| MEGA 2000 | | 1,301,152 |
| MISCELLANEOUS DESIGN | | 1,419,724 |
| MISCELLANEOUS DESIGN | | 1,418,126 |
| MISCELLANEOUS DESIGN | | 1,740,833 |
| MISCELLANEOUS DESIGN | | 1,993,940 |
| MISCELLANEOUS DESIGN (TWO LEAVES) | | 2,444,921 |
| MULTI-DEC | | 1,327,968 |
| MY-A-VITE | | 1,324,021 |
| NATURE MADE | | 1,963,505 |
| NATURE MADE AND DESIGN | | 2,451,597 |
| NATURE MADE ESSENTIAL | | 2,592,200 |

| | | |
|--|--|-----------|
| NATURE MADE SCIENTIA ET NATURANM | | 1,330,469 |
| NATURE'S RESOURCE | | 2,061,747 |
| NUTRA-E | | 1,908,061 |
| NUTRI SPORT | | 2,438,717 |
| NUTRI-PLUS | | 1,364,093 |
| OPTIMIZE | | 2,421,610 |
| OXY-VISION | | 1,851,864 |
| PHARMAVITE | | 2,198,338 |
| PRO EPA | | 1,485,884 |
| PRO-VITE | | 1,944,501 |
| PURITY QUALITY GUARANTEED | | 2,164,285 |
| REMDEX | | 2,568,464 |
| SOY50 | | 2,369,267 |
| THE MORE YOU KNOW, THE BETTER YOU'LL FEEL | | 1,833,625 |
| THE NEXT EDGE | | 2,455,766 |
| VITESSE | | 2,122,439 |



State of California
 Bill Jones
 Secretary of State

200206610122

File#

FILED
 Office of the Secretary of State
 of the State of California

MAR 01 2002

Bill Jones

BILL JONES, Secretary of State
 This Space For Filing Use Only

LIMITED LIABILITY COMPANY
 ARTICLES OF ORGANIZATION

A \$70.00 filing fee must accompany this form.
 IMPORTANT - Read instructions before completing this form.

1. Name of the limited liability company (end the name with the words "Limited Liability Company," "Ltd. Liability Co.," or the abbreviations "LLC" or "L.L.C.")
 Pharmavite LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the Beverly-Killea limited liability company act.

3. Name the agent for service of process and check the appropriate provision below:

Paul Bolar _____ which is

- an individual residing in California. Proceed to item 4.
 a corporation which has filed a certificate pursuant to section 1505. Proceed to item 5.

4. If an individual, California address of the agent for service of process:
 Address: 8510 Balboa Boulevard, Suite 300

City: Northridge State: CA Zip Code: 91325

5. The limited liability company will be managed by: (check one)
 one manager more than one manager single member limited liability company all limited liability company members

6. Other matters to be included in this certificate may be set forth on separate attached pages and are made a part of this certificate. Other matters may include the latest date on which the limited liability company is to dissolve.

7. Number of pages attached, if any: One

8. Type of business of the limited liability company. (For informational purposes only)
 Manufacture, marketing, distribution and sale of dietary supplements

9. DECLARATION: It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

Shun Uchida
 Signature of Organizer

Shun Uchida
 Type or Print Name of Organizer

February 28, 2002
 Date

10. RETURN TO:

NAME Paul Bolar
 FIRM Pharmavite Corporation, Suite 300
 ADDRESS 8510 Balboa Boulevard
 CITY/STATE Northridge, CA
 ZIP CODE 91325

**Attachment to Articles or Organization of
Pharmavite LLC**

The following provisions are added to and made a part of the Articles of Organization of Pharmavite LLC (the "Company").

7.1 Limitations on Powers of Managers. Except for such documents as are required under the California Corporations Code to be executed by the Managers, no Manager acting solely in such capacity (and not as an officer of the Company) shall have the authority to bind the Company or to execute an instrument on behalf of the Company. The officers of the Company shall, to the extent authorized by the Managers, have the power to bind the Company and to execute instruments on behalf of the Company. Additionally, the Managers shall not have the authority to cause the Company to engage in the following transactions without first obtaining the approval of the Member:

(a) Any act that would make it impossible to carry on the ordinary business of the Company;

(b) The dissolution of the Company;

(c) The sale, lease, conveyance, exchange, transfer or other disposition of all or substantially all of the Company's assets not in the ordinary course of business;

(d) The incurring of any debt not in the ordinary course of business;

(e) A change in the nature of the principal business or purpose of the Company;

(f) The admission of a Member;

(g) The establishment of different classes of Members; and

(h) The entering into, on behalf of the Company, of any transaction constituting a "reorganization" within the meaning of California Corporations Code §17600.

061082704



State of California
Bill Jones
Secretary of State

FILED
in the office of the Secretary of State
of the State of California

MAR 15 2002 km
Bill Jones
BILL JONES, Secretary of State

LIMITED LIABILITY COMPANY
CERTIFICATE OF MERGER

(Corporations Code Section 17552)

Filing Fee - Please see instructions.
IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

| | | | |
|--|---|--|--|
| 1. Name of surviving entity: Pharmavite LLC | 2. Type of entity: limited liability company | 3. Secretary of State File Number: 200206610122 | 4. Jurisdiction: California |
| 5. Name of disappearing entity: Pharmavite Corporation | 6. Type of entity: corporation | 7. Secretary of State File Number: C0615829 | 8. Jurisdiction: California |
| 9. Future effective date, if any: | | Month | Day Year |
| 10. If a vote was required pursuant to Section 17551 or Section 1113, enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required: | | | |
| <u>Surviving Entity</u> | | <u>Disappearing Entity</u> | |
| <u>Each class entitled to vote</u> | <u>Percentage of vote required</u> | <u>Each class entitled to vote</u> | <u>Percentage of vote required</u> |
| One LLC Unit | 100% | 1000 shares of common stock | Majority of the outstanding shares of common stock |
| 11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. | | | |
| SECTION 12 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE ITEM 12 AND PROCEED TO ITEM 15. | | | |
| 12. Requisite changes to the information set forth in the Articles of Organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary. | | | |
| SECTIONS 13 AND 14 ARE APPLICABLE IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY. COMPLETE ITEMS 13 AND 14. | | | |
| 13. Principal business address of the surviving foreign limited liability company or other business entity: | | | |
| Address: | | | |
| City: | | State: | Zip Code: |
| 14. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary. | | | |
| 15. Number of pages attached, if any: not applicable | | | |

16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.

Brent Bailey 3/14/02
Signature of Authorized Person for the Surviving Entity Date
Brent Bailey, manager

Brent Bailey 3/14/02
Type or Print Name and Title of Person Signing Date
Brent Bailey, President, Pharmavite Corporation

Kishiro Kitani 3/14/02
Signature of Authorized Person for the Surviving Entity Date
Kishiro Kitani, manager

Rosa Wright 3/14/02
Type or Print Name and Title of Person Signing Date
Rosa Wright, Secretary, Pharmavite Corporation

Hiroyoshi Settsu 3/14/02
Signature of Authorized Person for the Surviving Entity Date
Hiroyoshi Settsu, manager

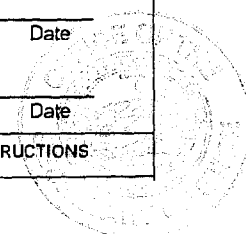
Type or Print Name and Title of Person Signing Date

Shun Uchida 3/14/02
Signature of Authorized Person for the Surviving Entity Date
Shun Uchida, manager

Type or Print Name and Title of Person Signing Date

SEC/STATE (REV. 12/99)

FORM LLC-9 - FILING FEE: SEE INSTRUCTIONS
Approved by Secretary of State



PHARMAVITE LLC

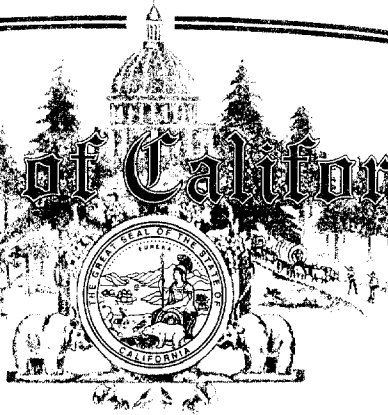
| MARK | Serial No. | Registration No. |
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| VITESSE | | 2,122,439 |

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 13 2002



Secretary of State