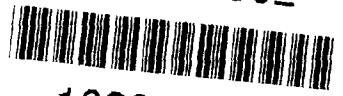


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(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

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.

<p>1. Name of conveying party(ies): Nutrition & Fitness IMG, Inc. <i>07-26-02</i></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State of North Carolina <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: Nutrition & Fitness, Inc. Internal Address: P.O. Box 35142 Street Address: _____ City: Fayetteville, State: NC Zip: 28303</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State of North Carolina <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: October 31, 2001</p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) 76140182 76251981</p> <p>B. Trademark Registration No.(s) 2589153</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Name: Randel S. Springer, Esquire Internal Address: _____ Womble Carlyle Sandridge & Rice, PLLC Street Address: One West Fourth Street City: Winston-Salem, State: NC Zip: 27101</p>	<p>6. Total number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 3.41).....\$ 90.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 50-0517 (Attach duplicate copy of this page if paying by deposit account)</p>
DO NOT USE THIS SPACE	
<p>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.</p> <p>Randel S. Springer <i>Randy S. Sprj</i> July 22, 2002 Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: </p>	

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

08/30/2002 6TON11 00000064 500517 76140182
01 FC:481 40.00 CH
02 FC:482 50.00 CH

TRADEMARK
REEL: 002573 FRAME: 0463

ARTICLES OF AMENDMENT
OF
NUTRITION AND FITNESS INDEPENDENT MARKETING GROUP, INC.
[which changes its name to "Nutrition & Fitness, Inc."]

The undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its articles of incorporation:

1. The name of the corporation is Nutrition and Fitness Independent Marketing Group, Inc.

2. The following amendment to the articles of incorporation of the corporation was adopted by its shareholders on the 8th day of October, 2001, in the manner prescribed by law:

The articles of incorporation of the corporation shall be amended to delete article 1 in its entirety and insert the following in lieu thereof:

"1. NAME. The name of the corporation is Nutrition & Fitness, Inc."

3. The foregoing amendment was adopted on the 8th day of October, 2001, by the Board of Directors with shareholder action, which was required.

4. There shall be no exchange, reclassification, or cancellation of issued shares as the only effect of the amendment is to change the name of the corporation.

This 3/ day of October, 2001.

NUTRITION AND FITNESS INDEPENDENT
MARKETING GROUP, INC.:

By:


RICHARD J. GUY, President

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