

09-25-2002

FORM PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

9/26/02

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

1. Name of conveying party(ies):

BHF (USA) Capital Corporation

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State (DE)
- Other _____

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

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

Name: **PB Capital Corporation**

Internal Address: _____

Street Address: **590 Madison Avenue**

City: **New York** State: **NY** ZIP: **10022**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State **Delaware**
- 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) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other **Merger and Change of Name**

Execution Date: **October 23, 2001**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,328,128 ; 1,941,387 ; 1,422,152

Additional numbers attached? Yes No

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

Name: **Robyn Rahbar, Esq.**

Internal Address: **Simpson Thacher & Bartlett**

09/25/2002 TDIAZ1 00000128 2328128

01 FC:481 40.00 DP
02 FC:482 50.00 DP

Street Address: **425 Lexington Avenue**

City: **New York** State: **NY** ZIP: **10017**

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$90.00

- Enclosed
- Authorized to be charged to credit card

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Robyn Rahbar, Esq.
Name of Person Signing

Robyn Rahbar
Signature

9/24/02
Date

Total number of pages including cover sheet, attachments, and documents: 8

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

TRADEMARK
REEL: 002587 FRAME: 0535

Delaware

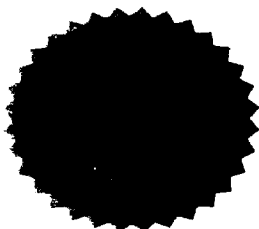
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PB CAPITAL CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "BHF (USA) CAPITAL CORPORATION" UNDER THE NAME OF "PB CAPITAL CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF OCTOBER, A.D. 2001, AT 4:30 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2988944 8100M

AUTHENTICATION: 1982885

020574100

DATE: 09-13-02

TRADEMARK
REEL: 002587 FRAME: 0536

Exhibit A
Resolution of Board of Directors
of
BHF (USA) Capital Corporation

S /// STATE OF DELAWARE /// V
T /// SECRETARY OF STATE /// O
A DIVISION OF CORPORATIONS /// I
M FILED 04:30 PM 10/23/2001 /// D
P /// 010529851 - 2988944 ///
By April Wright

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
PB CAPITAL CORPORATION
INTO
BHF (USA) CAPITAL CORPORATION**

BHF (USA) Capital Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the Company was incorporated on the 28th day of January 1999, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That the Company owns all of the outstanding shares of each class of the stock of PB Capital Corporation, a corporation incorporated on the 31st day of July 2001, pursuant to the General Corporation Law of the State of Delaware.

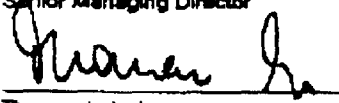
THIRD: That the Company, by the following resolution of its Board of Directors attached as Exhibit A, duly adopted by the unanimous written consent of the Board of Directors, filed with the minutes of the Board of Directors on the 4th day of October 2001, determined to and did merge into itself said PB Capital Corporation:

RESOLVED, that the Company merge into itself, and it hereby does merge into itself, PB Capital Corporation and assumes all the obligations of PB Capital Corporation.

FOURTH: That the name of the Company, which is the surviving corporation, shall hereinwith be changed to "PB Capital Corporation."

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by Burkhard Frankenberger, its Senior Managing Director, and Thomas Leissl, its Senior Managing Director, this 4th day of October 2001.

By: 
Burkhard Frankenberger
Senior Managing Director

By: 
Thomas Leissl
Burkhard Frankenberger

**ACTION BY
UNANIMOUS WRITTEN CONSENT
IN LIEU OF MEETING
OF THE
BOARD OF DIRECTORS
OF
BHF (USA) CAPITAL CORPORATION**

The Undersigned, being all of the Directors of BHF (USA) Capital Corporation, a Delaware corporation (the "Company"), pursuant to the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, hereby adopt the following resolutions and consent to the actions set forth below:

RESOLVED, that the Company merge into itself, and it hereby does merge into itself, PB Capital Corporation and assumes all the obligations of PB Capital Corporation;

RESOLVED, that the Company shall be the surviving corporation, and the name of the Company shall be changed to "PB Capital Corporation";

RESOLVED, that the by-laws of the Company shall continue as the by-laws of the surviving company and the Board of Directors of the Company shall continue as the Board of Directors of the surviving Company;

RESOLVED, that any two officers of the Company, acting together, be, and they thereby are, authorized in the name and on behalf of the Company to execute the Certificate of Ownership and Merger, attached hereto as Exhibit A, certifying that PB Capital Corporation shall be merged into the Company effective as of the time of filing of the Certificate of Ownership and Merger with the Secretary of State with such changes to the Certificate of Ownership and Merger as the officer or officers executing the Certificate of Ownership and Merger may deem necessary or appropriate, such execution to be conclusive evidence of the approval of the Company's Board of Directors, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary to execute and file the Certificate of Ownership and Merger;

RESOLVED, that any two officers of the Company, acting together, be, and they hereby are, authorized in the name and on behalf of the Company to execute and deliver all such documents, and to take all such further actions, as such officers may deem necessary or appropriate in order to cause the Company to consummate the transactions contemplated by the foregoing resolutions and otherwise to carry out the intent and purpose of the foregoing resolutions, the execution of such documents and instruments and the taking of such actions to be conclusive evidence of the approval of the Company's Board of Directors; and

RESOLVED, that all actions heretofore taken by any two officers of the Company in connection with the above transaction and all transactions related thereto, are hereby approved, ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Consent of Directors as of the 4th day of October 2001.

By: 
Dr. Wulf von Schimmelmann, Director

By: 
Stefan Jöde, Director

By: 
Horst Willemse, Director

By: _____
Thomas Leiss, Director

By: _____
Burkhard Frankenberger, Director

A01088820

U.S. Trademark Registrations

<u>Title</u>	<u>Reg. No.</u>
NELSON NUTRACEUTICAL	2,328,128
RASPBERRY RAVES	1,422,152
REGAIN	1,941,387