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10-28-2002



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<p>1. NAME OF CONVEYING PARTY:</p> <p>Rich Health, Inc. A Georgia corporation</p> <p style="font-size: 2em; margin-left: 200px;"><i>1022102</i></p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY:</p> <p>GIMBORN US, INC. A Georgia corporation 4280 Northeast Expressway Atlanta, Georgia 30340</p>
<p>3. NATURE OF CONVEYANCE:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Release of Security Interest</p> <p>3A. EXECUTION DATE: December 31, 1992 3B. EFFECTIVE DATE: December 31, 1992</p>	<p>2A. ASSIGNEE A FOREIGN ENTITY: Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p> <p>2B. DOMESTIC REPRESENTATIVE DESIGNATED: Yes: <input type="checkbox"/> No: <input checked="" type="checkbox"/></p>
<p>4A. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached? NO</p>	<p>4B. TRADEMARK REGISTRATION NO(S).:</p> <p>Reg. No. 792,834 – ARC (stylized)</p> <p>Additional numbers attached? NO</p>
<p>Henry W. Leeds, Esq. Drinker Biddle & Reath LLP 1500 K Street, N.W., Suite 1100 Washington, D.C. 20005-1209</p>	
<p>6. TOTAL NUMBER OF TITLES: 1</p> <p>7. TOTAL FEE: \$40 (Check Enclosed)</p> <p>8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 50-0573</p> <p>Our Ref: 31106.391/159198</p>	<p>9. The undersigned declares to the best of his knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p style="text-align: center;"><i>Jennifer L. Dean</i></p> <p>Jennifer L. Dean Date: October 22, 2002 Page 1 of 4</p>

10/28/2002 TDIRZ1 00000003 792834

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40.00 OP

FILED BY COURIER
October 22, 2002

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TRADEMARK
REEL: 2605 FRAME: 0795

Secretary of State
Business Information and Services
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 960730397
CONTROL NUMBER : 8817216
DATE INC/AUTH/FILED: 09/08/1988
JURISDICTION : GEORGIA
PRINT DATE : 03/13/1996
FORM NUMBER : 0215

CSC NETWORKS
EILEEN EDMONDSON
66 LUCKIE STREET, SUITE 604
ATLANTA, GA 30303

CERTIFIED COPY

I, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

GIMBORN US, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



Lewis A. Massey
LEWIS A. MASSEY
SECRETARY OF STATE

TRADEMARK
REEL: 2605 FRAME: 0796

Secretary of State
Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 930060794
CONTROL NUMBER : 8817215
EFFECTIVE DATE : 12/31/1992
REFERENCE : 0010
PRINT DATE : 01/06/1993
FORM NUMBER : 411

DOW, LOHNES & ALBERTSON
RICHARD A. WILHELM
1 RAVINIA DRIVE, SUITE 1300
ATLANTA, GA 30346-2103

CERTIFICATE OF MERGER

I, MAX CLELAND, Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Georgia Law certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of said filing.

Surviving Corporation:
GIMBORN US, INC., a Georgia corporation

Nonsurviving Corporation(s):
RICH HEALTH, INC., a Georgia corporation



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

9300601114

CERTIFICATE OF MERGER OF
RICH HEALTH, INC.
AND
GIMBORN US, INC.

I.

The Board of Directors of Gimborn US, Inc. ("Gimborn"), a Georgia corporation, has duly approved a Plan of Merger providing for the merger of Rich Health, Inc. ("Rich Health"), a Georgia corporation, with and into Gimborn. The Plan of Merger was not required to be submitted to or approved by the Board of Directors of Rich Health or the shareholders of the merging corporations because Gimborn is the owner of at least ninety percent (90%) of the outstanding shares of each class of stock of Rich Health.

II.

The name of the surviving corporation is Gimborn US, Inc., a Georgia corporation.

III.

The executed Plan of Merger is on file at the principal place of business of Gimborn, which is located at 4280 Northeast Expressway, Atlanta, Georgia 30340.

IV.

A copy of the Plan of Merger will be provided by Gimborn, on request and without cost, to any shareholder of Gimborn or Rich Health.

V.

Pursuant to the Plan of Merger, the merger of Rich Health with and into Gimborn shall be effective as of the later of (i) the time of filing of this Certificate of Merger by the Secretary of State of Georgia, or (ii) 11:59 P.M., on December 31, 1992.

GIMBORN US, INC.

By: Shall Kempell
Title: President

10/22/2002