

TRADEMA

01-17-2003

M

Attorney Docket No.
LL01.28-0033 - cnj



To the Honorable Com... 102340763

ease record the attached original document or copy thereof

1. Name of conveying party:
Micelle Laboratories, Inc.

12-26-02

Individual(s) Association

General Partnership Limited Partnership

Corporation-California Other Explain

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

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

Name: Micelle Products, Inc.

Internal Address: _____

Street Address: 25131 Arctic Ocean

City Lake Forest State CA ZIP 92630

OFFICE OF PUBLIC RECORDS
REC 26
FINANCE SECTION
JAN 11 2003

3. Nature of Conveyance:

Assignment Merger Security Agreement

Change of Name Other _____

Execution Date: December 19, 2002

Individual(s) Citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State California

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No

(Designation must be a separate document from Assignment)

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

4A. Application No.(s)

Additional numbers attached? Yes No

4B. Registration No.(s)

1,538,886

Additional numbers attached? Yes No

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

Name: Z. Peter Sawicki

KINNEY & LANGE, P.A.

Street Address: THE KINNEY & LANGE BUILDING

312 South Third Street

City: Minneapolis State: MN ZIP 55415-1002

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 2.6(b)(6)):.....\$ 40.00

8. Method of Payment

Enclosed

The Commissioner is authorized to charge payment of any additional recording fees or credit any overpayment to deposit account No. 11-0982. A duplicate copy of this page is enclosed.

01/17/2003 670M11 00000004 1538886
01 FC:0521 40.00 DF

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.

Z. Peter Sawicki

Name of Person Signing

Z. Peter Sawicki

Signature

December 24, 2002

Date

Total number of pages including cover sheet, attachments and document: [13]

4MG

ASSIGNMENT

WHEREAS, Micelle Laboratories, Inc., a California corporation having its principal offices at 20481 Crescent Bay Drive, Lake Forest, California 92630, U.S.A., previously Bioglan, Inc., which merged into Bioglan Laboratories, Inc. by merger (Agreement and Plan of Merger dated April 1, 1998, filed with the California Secretary of State on April 23, 1998, attached herewith), now Micelle Laboratories, Inc. by legal name change (Certificate of Amendment of Articles of Incorporation dated September 23, 1998 and filed with the California Secretary of State on September 24, 1998, attached herewith) is the owner of the following trademark now registered in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
PROFILE	1,538,886	May 16, 1989

WHEREAS, Micelle Products, Inc., a California corporation, having its principal offices at 25131 Artic Ocean, Lake Forest, California 92630, U.S.A., is desirous of acquiring said registered trademark.

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, **Micelle Laboratories, Inc.** (by name change from Bioglan Laboratories, Inc., previously by merger from Bioglan, Inc.) hereby assigns to **Micelle Products, Inc.**, all right, title and interest in the United States in and to said trademark together with the goodwill of the business symbolized by said trademark and registration thereof.

Signed at Feasthall Ranch this 19 day of December, 2002.

By: Edward Alosio
Edward Alosio
President

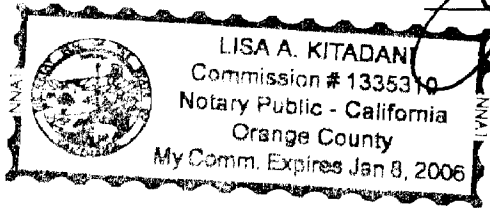
STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

On December 19, 2002, before me, LISA A. KITADANI, NOTARY PUBLIC

personally appeared Edward Alosio ~~personally known to me~~ OR proved to me on the basis of
satisfactory evidence to be the person whose name is subscribed to the within instrument and
acknowledged to me that he executed the same in his authorized capacity, and that by his
signature on the instrument the person, or the entity upon behalf of which the person acted,
executed the instrument.

WITNESS my hand and official seal.

Lisa A. Kitadani
Notary



SEAL:

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

ENDORSED-FILED

In the office of the Secretary of State
of the State of California

SEP 24 1998

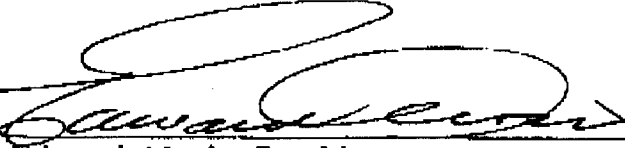

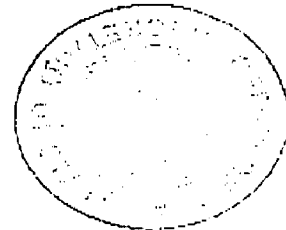
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the president and the secretary, respectively, of BIOGLAN LABORATORIES INC., a California corporation.
2. Article One of the Articles of Incorporation of this cooperation is amended to read as follows:

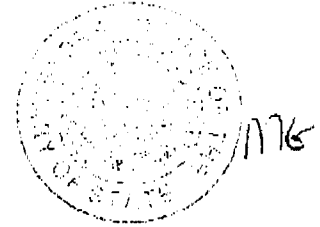
The name of the corporation is: MICELLE LABORATORIES INC.
3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 1,000,000. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 9-23-98
Edward Alosio, President
David A. Rutolo Jr., Secretary

State of California

SECRETARY OF STATE



1 page

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

That the attached transcript has been compared with the record on file in this office, 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



Bill Jones

Secretary of State

State of California



SECRETARY OF STATE



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

That the attached transcript has been compared with the record on file in this office, 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



Bill Jones

Secretary of State

AGREEMENT AND PLAN OF MERGER

APR 23 1998

BILL JONES, Secretary of State

THIS AGREEMENT AND PLAN OF MERGER ("Merger Agreement"), adopted by BIOGLAN LABORATORIES, INC., a corporation for profit organized under the laws of the State of California, by resolution adopted by its Board of Directors dated as of April 1, 1998, and BIOGLAN, INC., a corporation for profit organized under the laws of the State of California, by resolution of its Board of Directors dated as of April 1, 1998. The names of the corporations planning to merge are BIOGLAN LABORATORIES, INC., a corporation for profit organized under the laws of the State of California, and BIOGLAN, INC., a corporation for profit organized under the laws of the State of California. The name of the surviving corporation into which BIOGLAN, INC. plan to merge is BIOGLAN LABORATORIES, INC.

1. BIOGLAN, INC., a California corporation ("Disappearing Corporation") and BIOGLAN LABORATORIES, INC., a California corporation ("Surviving Corporation") shall, pursuant to the provisions of the laws of the State of California be merged with and into a single corporation, to wit, BIOGLAN LABORATORIES, INC., which shall be the Surviving Corporation when the merger becomes effective.

2. The separate existence of the Disappearing Corporation shall cease upon the effective date of the merger pursuant to the provisions of the California General Corporation Law ("CGCL").

3. The Surviving Corporation shall continue to exist under its present name pursuant to the provisions of the CGCL.

4. The Articles of Incorporation of the Surviving Corporation when the merger becomes effective shall be the Articles of Incorporation of said Surviving Corporation. Said Articles of Incorporation may thereafter be amended in accordance with their terms and as provided in the CGCL.

5. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and thereafter may be amended with their terms and as

provided in the Articles of Incorporation of the Surviving Corporation and the CGCL.

6. The directors and officers in office of the Surviving Corporation when the merger becomes effective shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

7. The Disappearing Corporation and Surviving Corporation each have the same shareholders who own the same percentage of the issued shares of each of the corporations. Each issued share of common stock of the Disappearing Corporation shall, upon the effective date of the merger, be cancelled without consideration. Each issued share of the Surviving Corporation shall not be converted or exchanged in any manner, but said shares which are issued when the merger takes effect shall continue to represent the exact same percentage interest in the Surviving Corporation.

8. The Merger Agreement herein made and adopted shall be submitted to the stockholders of the Disappearing Corporation and of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the CGCL.

9. In the event that the merger shall have been approved by the stockholders entitled to vote of the Disappearing Corporation and of the Surviving Corporation in the manner prescribed by the provisions of the CGCL, the Disappearing Corporation and the Surviving Corporation hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the Disappearing Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect

any of the provisions of this Merger Agreement or of the merger herein provided for.

11. The merger herein provided for shall become effective on April 23, 1998, subject to the Agreement and Plan of Merger and Officer Certificates in forms acceptable to the Disappearing Corporation and the Surviving corporation being filed with the Secretary of State of the California..

12. Notwithstanding the full authorization of the merger on behalf of the Disappearing Corporation in the manner prescribed by the laws of the jurisdiction of its organization, and the approval of this Merger Agreement by the shareholders entitled to vote of the Surviving Corporation, the merger herein provided for may be abandoned prior to the filing of the Certificate of Approval of Merger Agreement for Merger for any reason upon approval of the shareholders of the Surviving Corporation.

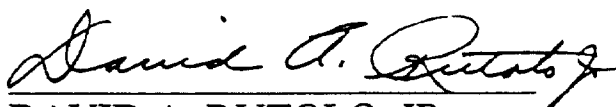
13. The Address of the Surviving Corporation is 20481 Crescent Bay Drive, Lake Forest, California 92630.

14. The address of the Disappearing Corporation is 20481 Crescent Bay Drive, Lake Forest, California 92630.

Executed this 1ST day of April, 1998.

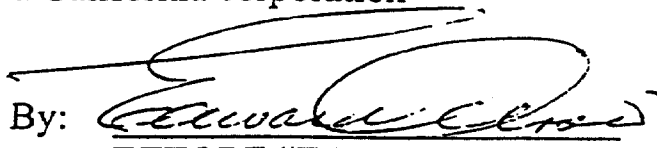
BIOGLAN LABORATORIES, INC.,
a California corporation

By: 
ETTORE "EDWARD" ALOSIO
Its: President

By: 
DAVID A. RUTOLO, JR.
Its: Secretary

"Surviving Corporation"
[SIGNATURES CONTINUED ON NEXT PAGE]

BIOGLAN, INC.,
a California corporation

By: 
ETTORE "EDWARD" ALOSIO
Its: President

By: 
DAVID A. RUTOLO, JR.
Its: Secretary

"Disappearing Corporation"

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

ETTORE "EDWARD" ALOSIO and DAVID A. RUTOLO, JR. certify
that:

1. They are the President and Secretary, respectively of BIOGLAN LABORATORIES, INC., a California corporation ("Corporation").

2. The Agreement and Plan of Merger in the form attached was duly approved by the Board of Directors of the Corporation.

3. There is only one (1) class of shares and the total number of issued and outstanding shares is four hundred thousand (400,000).

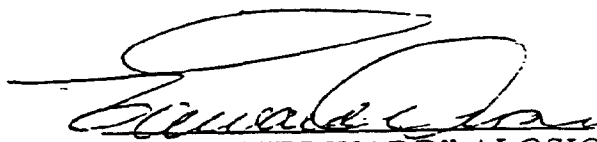
4. The shareholder percentage vote required for the aforesaid approval was one hundred percent (100%).

5. The Corporation will continue its existence as the surviving corporation under the name BIOGLAN LABORATORIES, INC., pursuant to the laws of the jurisdiction of its organization.

6. The principal terms of the Agreement and Plan of Merger in the form attached were approved by the Corporation by a one hundred percent (100%) vote of the number of the outstanding shares of the Corporation.

On the date set forth below, in the City of Irvine, State of California, the undersigned do hereby declare under penalty of perjury under the laws of the State of California, that they have signed the foregoing certificate in the official capacities set forth beneath their signatures, and that the statements set forth in said certificate are true of their own knowledge.

Executed on the 1 day of April, 1998.


ETTORE "EDWARD" ALOSIO
President

[SIGNATURES CONTINUED ON NEXT PAGE]

**CERTIFICATE OF APPROVAL
OF
AGREEMENT AND PLAN OF MERGER**

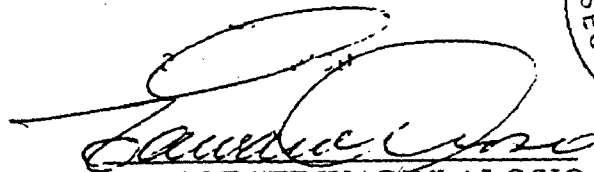
ETTORE "EDWARD" ALOSIO and DAVID A. RUTOLO, JR., certify that:

1. They are the President and Secretary, respectively of BIOGLAN, INC., a California corporation ("Corporation").
2. The Agreement and Plan of Merger in the form attached was duly approved by the Board of Directors of the Corporation.
3. There is only one (1) class of shares and the total number of issued and outstanding shares is four hundred thousand (400,000).
4. The shareholder percentage vote required for the aforesaid approval was one hundred percent (100%).
5. The principal terms of the Agreement and Plan of Merger in the form attached were approved by the Corporation by a one hundred percent (100%) vote of the number of the outstanding shares of the Corporation.


On the date set forth below, in the City of Irvine, State of California, the undersigned do hereby declare under penalty of perjury under the laws of the State of California, that they have signed the foregoing certificate in the official capacities set forth beneath their signatures, and that the statements set forth in said certificate are true of their own knowledge.

Executed on the 1 day of April, 1998.




ETTORE "EDWARD" ALOSIO
President


DAVID A. RUTOLO, JR.
Secretary


DAVID A. RUTOLO, JR.
Secretary