

02-13-2003



To the Honorable Commis

Attached original documents or copy thereof.

1. Name of conveying party(ies):
HealthComm International, Inc.

102365126
2-11-03

2. Name and address of receiving party(ies)

Name: Metagenics, Inc.

Internal

Address: Susan Campbell

Street Address: 100 Avenida La Pata

City: San Clemente State: CA Zip: 92673

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

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

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

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
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 07/07/2000

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

A. Trademark Application No.(s) 75/943,486

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Susan Y. Campbell

Internal Address: Metagenics, Inc.

Street Address: 100 Avenida La Pata

City: San Clemente State: CA Zip: 92673

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Susan Y. Campbell

Name of Person Signing

Susan Y. Campbell
Signature

2/4/03

Date

Total number of pages including cover sheet, attachments, and document: 2

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

02/12/2003 TDI A21 00000177 75943486

01 FC:8521

40.00 DP

CERTIFICATE OF OWNERSHIP

JEFFREY J. KATKE and JERRY MOREY certify that:

1. They are the president and the secretary, respectively, of METAGENICS, INC., a California corporation.
2. This corporation owns all the outstanding shares of HEALTHCOMM INTERNATIONAL, INC., a Washington corporation.
3. The board of directors of this corporation duly adopted the following resolution:

RESOLVED, that this corporation merge HEALTHCOMM INTERNATIONAL, INC., its wholly-owned subsidiary corporation, into itself and assume all its obligations pursuant to Section 1110, California Corporations Code.

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: 7/7, 2000



JEFFREY J. KATKE, President



JERRY MOREY, Secretary