

02-21-2003

FORM PTO 1594



U.S. Department of Commerce

(Rev. 6-93)

Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

102369519

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

1. Name of conveying party:

NATURESMART, INC.

2-19-03

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

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

3. Nature of conveyance:

Assignment Merger X
Security Agreement Change of Name
Other

Effective Date: December 8, 2000

2. Name and address of receiving party:

Name: WHOLEPEOPLE.COM, INC.

Internal Address:

Street Address: 1500 East 128th Avenue

City: Thornton State: CO Zip: 80241

individual(s) citizenship
Association
General Partnership
Limited Partnership
X 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

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

A. Trademark Application No.(s): 76/005,218

B. Trademark Registration No.(s):

Additional numbers attached? Yes No X

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

Name: Christopher L. Graff

Internal Address: Thompson & Knight LLP

Street Address: 1200 San Jacinto Center, 98 San Jacinto Blvd.

City: Austin State: Texas Zip: 78701-4081

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. 3.41) \$ 40.00
[\$40 for 1st...\$25 each additional]

X Enclosed
Authorized to be charged to deposit account if check insufficient or inadvertently omitted

8. Deposit account number: 20-0821/503320.145010
(Attach duplicate copy of this page if paying by deposit account)

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.

Christopher L. Graff

Name of Person Signing

Signature

Date

2-10-03

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

Mail documents to be recorded with required cover sheet information to:

BOX ASSIGNMENT

Commissioner of Patents and Trademarks
Washington, D.C. 20231

02/20/2003 DBYRME 00000037 76005218

01 FC:0521

40.00 DP

CERTIFICATE OF MAILING
37 C.F.R. 1.8
I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail in an envelope addressed to: Box Assignment, Commissioner of Patents and Trademarks, Washington, D.C. 20231, on the date below:
2-10-03
Christopher L. Graff

503320 145010 AUSTIN 190568.1

TRADEMARK
REEL: 002674 FRAME: 0749

ARTICLES OF MERGER
OF
NATURESMART, INC.
AND
WHOLEPEOPLE.COM, INC.

20001240559 C
\$ 110.00
SECRETARY OF STATE
12-11-2000 15:26:31

To the Secretary of State
State of Colorado

Pursuant to the provisions of Sections 7-111-107 and 7-111-105 of the Colorado Business Corporation Act governing the merger of a foreign business corporation with and into a domestic business corporation, the corporations hereinafter named hereby adopt the following articles of merger.

FIRST: The names of the merging corporations are NatureSmart, Inc., a Colorado corporation and WholePeople.com, Inc., a Delaware corporation

SECOND: Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging NatureSmart, Inc. with and into WholePeople.com, Inc. as set forth in a resolution adopted by the Board of Directors of each of the merging corporations and directing that the Agreement and Plan of Merger be submitted to the shareholders of each of the merging corporations. Neither the Board of Directors of NatureSmart, Inc. nor the Board of Directors of WholePeople.com, Inc. imposed any conditions on shareholder approval of the Plan of Merger.

THIRD: The number of shares of NatureSmart, Inc. and WholePeople.com, Inc. which were voted for the plan was sufficient for approval

FOURTH: The laws of the state of Delaware permit the merger of a Colorado corporation with and into a corporation of another jurisdiction; and the merger of NatureSmart, Inc. with and into WholePeople.com, Inc. is in compliance with the laws of the state of Delaware.

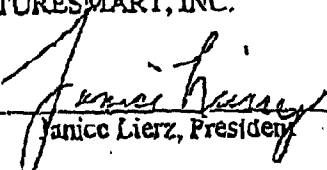
FIFTH: WholePeople.com, Inc. will continue its existence as the surviving corporation under the name "WholePeople.com, Inc." pursuant to the provisions of the Delaware General Corporation Law.

(signatures on following page)

Executed on this 5th day of December, 2000.

NATURESMART, INC.

By


Janice Lierz, President

Executed on this ____ day of December, 2000.

WHOLEPEOPLE.COM, INC.

By

John Mackey, President

174706, 1/18574 1