

02-27-2003

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇨ ⇨ ⇨ ▼

REI



102374800

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

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

1. Name of conveying party(ies): 2.24.03  
Medical Packaging Technologies, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: December 31, 2002

2. Name and address of receiving party(ies)  
Name: Natural Care Labs, Inc.

Internal Address: \_\_\_\_\_

Street Address: 716 Commerce Drive

City: Eden State: NC Zip: 27288

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State North Carolina
- 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)  
76/276,382

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: David W. Sar

Internal Address: dsar@brookspierce.com

Street Address: 2000 Renaissance Plaza  
230 N. Elm Street

City: Greensboro State: NC Zip: 27401

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:

(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.

David W. Sar  
Name of Person Signing

Signature

February 19, 2003  
Date

Total number of pages including cover sheet, attachments, and document: 7

02/26/2003 DRYRNE 00000025 76276382

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40.00 DP

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

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**PLAN OF MERGER**  
 of  
**MEDICAL PACKAGING TECHNOLOGIES, INC.,**  
 a Georgia Corporation  
 with and into  
**NATURAL CARE LABS, INC.,**  
 a North Carolina Corporation

**THIS PLAN OF MERGER** is made and entered into this the 19<sup>th</sup> day of December, 2002 by and between **MEDICAL PACKAGING TECHNOLOGIES, INC.**, a Georgia Corporation (the "Merging Corporation") and **NATURAL CARE LABS, INC.**, a North Carolina Corporation (the "Surviving Corporation" and sometimes collectively referred to with the Merging Corporation as the "Corporations").

**BACKGROUND**

The Merging Corporation and the Surviving Corporation, each of their shareholders, and their respective Board of Directors deem it advisable and in the best interest of the Corporations and the shareholders of each Corporation to merge the Merging Corporation with and into the Surviving Corporation pursuant to the provisions of the North Carolina Business Corporations Act and the Georgia Business Corporation Code.

**AGREEMENT**

NOW, THEREFORE, in consideration of the mutual promises set forth herein, this Plan of Merger being duly entered into by the Merging Corporation and the Surviving Corporation, the parties hereto agree as follows:

- Section 1. Effective Time. The effective date and time (the "Effective Time") of the Merger (as defined herein) shall be 11:59:59 p.m., December 31, 2002.
- Section 2. Adoption of Plan of Merger. The Board of Directors of each of the Corporations unanimously adopted this Plan of Merger effective December 19, 2002. The shareholders of the Corporations unanimously approved this Plan of Merger effective December 19, 2002.
- Section 3. Plan of Merger.

- 3.1 At the Effective Time, the Merging Corporation will merge with and into the Surviving Corporation, which will continue to exist as the Surviving Corporation, and the separate corporate existence of the Merging Corporation will cease (the "Merger").
- 3.2 The Surviving Corporation, upon consummation of the Merger, and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchisees and interest, including appointments, designations, nominations, and all other rights and interests of the Merging Corporation in the same manner and to the same extent as such rights, franchisees and interests were held or enjoyed by the Merging Corporation at the time of the Merger. The Surviving Corporation shall be responsible and liable for all liabilities of every kind and description of the Merging Corporation, existing immediately prior to the Effective Time, to the extent provided by law.
- 3.3 At the Effective Time, the current Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation after the Effective Time, and thereafter may be amended as provided by applicable law.
- 3.4 At the Effective Time, the current Bylaws of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, and thereafter may be amended in accordance with their terms and as provided by applicable law.
- 3.5 Until the election and qualification of their successors, the current members of the Board of Directors of the Surviving Corporation shall be the Board of Directors of the Surviving Corporation as of the Effective Time, and the current officers of the Surviving Corporation shall be the officers of the Surviving Corporation as of the Effective Time.
- 3.6 At the Effective Time, the shareholders of the Merging Corporation shall surrender the stock certificates indicating ownership of any of the common shares of the Merging Corporation, and such stock certificates shall be marked as "canceled."

3.7 The Merger is permitted by the laws of the States of Georgia and North Carolina, and the parties hereto have complied with the laws of both states in effecting the Merger.

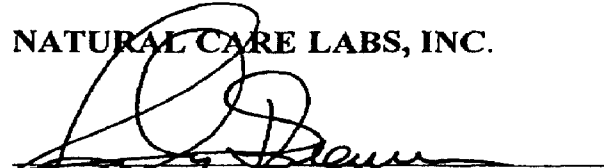
Section 4. Name. The name of the Surviving Corporation shall be "NATURAL CARE LABS, INC."

Section 5. Articles of Merger. The Articles of Merger of MEDICAL PACKAGING TECHNOLOGIES, INC. with and into NATURAL CARE LABS, INC. (the "Articles of Merger"), principally in the form presented to the Board of Directors of each of the Surviving Corporation and the Merging Corporation, shall be filed by the Surviving Corporation with the North Carolina Secretary of State pursuant to the North Carolina Business Corporations Act. The terms and conditions of the Articles of Merger are referenced herein and incorporated in their entirety as part of this Plan of Merger.

Section 6. Georgia Certificate of Merger. The Certificate of Merger of MEDICAL PACKAGING TECHNOLOGIES, INC., with and into NATURAL CARE LABS, INC., (the "Georgia Certificate of Merger"), principally in the form presented to the Board of Directors of each of the Surviving Corporation and the Merging Corporation, shall be filed by the Surviving Corporation with the Georgia Secretary of State pursuant to the Georgia Business Corporation Code. The terms and conditions of the Georgia Certificate of Merger are referenced herein and incorporated in their entirety as part of this Plan of Merger.

**IN WITNESS WHEREOF**, each of the parties hereto has caused this Plan of Merger to be duly executed and delivered as of the date and year first above written.

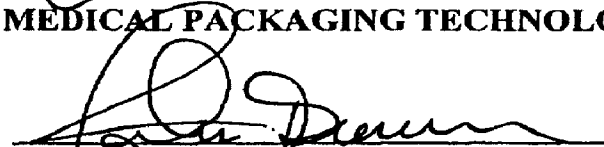
**NATURAL CARE LABS, INC.**



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John Brennan, President

**MEDICAL PACKAGING TECHNOLOGIES, INC.**



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John Brennan, President



# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF MERGER**

**OF**

**MEDICAL PACKAGING TECHNOLOGIES, INC.**

**INTO**

**NATURAL CARE LABS, INC.**

the original of which was filed in this office on the 31st day of December, 2002.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 31st day of December, 2002

*Elaine F. Marshall*

Secretary of State

Document Id: 223649142

TRADEMARK  
REEL: 002679 FRAME: 0426

State of North Carolina  
Department of the Secretary of State

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ARTICLES OF MERGER

of

MEDICAL PACKAGING TECHNOLOGIES, INC.,  
with and into  
NATURAL CARE LABS, INC.

Pursuant to Sections 55-11-05 and 55-11-07 of the General Statutes of North Carolina, NATURAL CARE LABS, INC., a corporation organized under the laws of the State of North Carolina (the "Surviving Corporation"), hereby submits this Certificate of Merger for the purpose of merging MEDICAL PACKAGING TECHNOLOGIES, INC., a corporation organized under the laws of the State of Georgia (the "Merging Corporation"), the Merging Corporation with and into the Surviving Corporation (the "Merger"):

- (i) The name of the Surviving Corporation shall be "Natural Care Labs, Inc."
- (ii) Attached hereto as Exhibit A is a copy of the Plan of Merger that was duly approved in the manner prescribed by law by each of the corporations participating in the Merger.
- (iii) With respect to the Surviving Corporation, shareholder approval was required for the Merger and the Plan of Merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
- (iv) With respect to the Merging Corporation, shareholder approval was required for the Merger and the Plan of Merger was approved by the shareholders as required by Chapter 55 of the North Carolina General Statutes.
- (v) The Merger is permitted by the law of Georgia, the state of incorporation of the Merging Corporation.
- (vi) The Merging Corporation has complied or shall comply with the applicable laws of Georgia, its state of incorporation.
- (vii) These Articles of Merger shall be effective at 11:59:59 p.m. on December 31, 2002.

This the 19 day of December, 2002.

NATURAL CARE LABS, INC.

  
John Brennan, President

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**PLAN OF MERGER**  
 of  
**MEDICAL PACKAGING TECHNOLOGIES, INC.,**  
 a Georgia Corporation  
 with and into  
**NATURAL CARE LABS, INC.,**  
 a North Carolina Corporation

**THIS PLAN OF MERGER** is made and entered into this the 19<sup>th</sup> day of December, 2002 by and between **MEDICAL PACKAGING TECHNOLOGIES, INC.**, a Georgia Corporation (the "Merging Corporation") and **NATURAL CARE LABS, INC.**, a North Carolina Corporation (the "Surviving Corporation" and sometimes collectively referred to with the Merging Corporation as the "Corporations").

**BACKGROUND**

The Merging Corporation and the Surviving Corporation, each of their shareholders, and their respective Board of Directors deem it advisable and in the best interest of the Corporations and the shareholders of each Corporation to merge the Merging Corporation with and into the Surviving Corporation pursuant to the provisions of the North Carolina Business Corporations Act and the Georgia Business Corporation Code.

**AGREEMENT**

NOW, THEREFORE, in consideration of the mutual promises set forth herein, this Plan of Merger being duly entered into by the Merging Corporation and the Surviving Corporation, the parties hereto agree as follows:

- Section 1. Effective Time. The effective date and time (the "Effective Time") of the Merger (as defined herein) shall be 11:59:59 p.m., December 31, 2002.
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- 3.1 At the Effective Time, the Merging Corporation will merge with and into the Surviving Corporation, which will continue to exist as the Surviving Corporation, and the separate corporate existence of the Merging Corporation will cease (the "Merger").
- 3.2 The Surviving Corporation, upon consummation of the Merger, and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchisees and interest, including appointments, designations, nominations, and all other rights and interests of the Merging Corporation in the same manner and to the same extent as such rights, franchisees and interests were held or enjoyed by the Merging Corporation at the time of the Merger. The Surviving Corporation shall be responsible and liable for all liabilities of every kind and description of the Merging Corporation, existing immediately prior to the Effective Time, to the extent provided by law.
- 3.3 At the Effective Time, the current Articles of Incorporation of the Surviving Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation after the Effective Time, and thereafter may be amended as provided by applicable law.
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- 3.5 Until the election and qualification of their successors, the current members of the Board of Directors of the Surviving Corporation shall be the Board of Directors of the Surviving Corporation as of the Effective Time, and the current officers of the Surviving Corporation shall be the officers of the Surviving Corporation as of the Effective Time.
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3.7 The Merger is permitted by the laws of the States of Georgia and North Carolina, and the parties hereto have complied with the laws of both states in effecting the Merger.

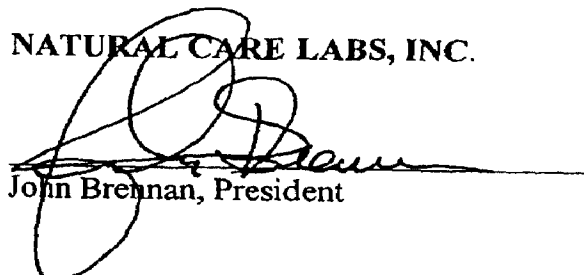
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Section 5. Articles of Merger. The Articles of Merger of MEDICAL PACKAGING TECHNOLOGIES, INC. with and into NATURAL CARE LABS, INC. (the "Articles of Merger"), principally in the form presented to the Board of Directors of each of the Surviving Corporation and the Merging Corporation, shall be filed by the Surviving Corporation with the North Carolina Secretary of State pursuant to the North Carolina Business Corporations Act. The terms and conditions of the Articles of Merger are referenced herein and incorporated in their entirety as part of this Plan of Merger.

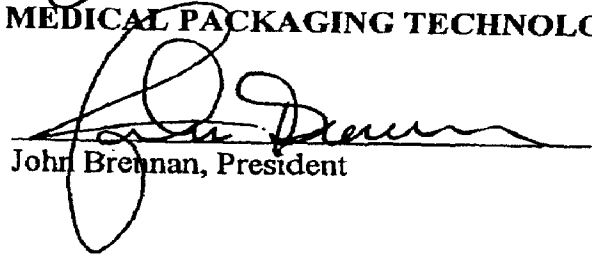
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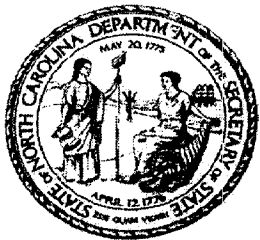
**IN WITNESS WHEREOF**, each of the parties hereto has caused this Plan of Merger to be duly executed and delivered as of the date and year first above written.

**NATURAL CARE LABS, INC.**

  
John Brennan, President

**MEDICAL PACKAGING TECHNOLOGIES, INC.**

  
John Brennan, President



# NORTH CAROLINA

## Department of The Secretary of State

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*Elaine F. Marshall*

Secretary of State

Document Id: 223649142

TRADEMARK  
REEL: 002679 FRAME: 0432

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State of North Carolina  
Department of the Secretary of State

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John Brennan, President