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03-28-2003

Form PTO-1594
(Rev. 10/02)
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Tab settings



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

102403635

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

1. Name of conveying party(ies):
PROSTAHELP, INC.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State **FLORIDA**
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: **VITANERGY, INC.**
Internal _____
Address: **SUITE 211**
Street address: **717 PONCE DE LEON BOULEVARD**
City: **CORAL GABLES** State: **FLORIDA** Zip: **33134**
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State **FLORIDA**
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: **FEBRUARY 18, 2000**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) _____
B. Trademark Registration No.(s) _____
Additional number(s) attached Yes No

6. Total number of applications and registrations involved: **4**

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **VITANERGY, INC.**
Internal Address: **C/O JAMES F. GOSSETT, ARNSTEIN & LEHR**
Street Address: **120 SOUTH RIVERSIDE PLAZA, SUITE 1200**
City: **CHICAGO** State: **IL** Zip: **60606**

7. Total fee (37 CFR 3.41) \$ **115**
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: _____

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.
JAMES F. GOSSETT *James F. Gossett* **MARCH 6, 2003**
Name of Person Signing Signature Date

03/27/2003 DBYRNE 00000102 75154331 Total number of pages including cover sheet, attachments, and document: **10**

01 FC:8521 40.00 DP
02 FC:8522 75.00 DP
Documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002701 FRAME: 0156

Application 75/154331

AMERICA'S DIETARY SUPPLEMENT FOR THE
PROSTATE

COMPOSITION FOR PROMOTING HEALTH OF
THE HEART AND THE CIRCULATORY SYSTEM

FOOD HEALTH SERVICES & IDEAS

LESS DIABETES

Application 75/154332

NATIONAL FOUNDATION FOR THE RESEARCH
OF THE EFFECTS OF PHYTONUTRIENTS AND
DIET ON THE PROSTATE

NUTRIMAX

Application 75/116272

PROSTA CLUB

PROSTA HAIR

SUPER URINOZINC

Application 75/427297

VITANERGY and Design

VITANERGY POTENCY & HEALTH

VITANERGY VITAMINS & HEALTH PRODUCTS

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on February 18, 2000, as shown by the records of this office.

The document number of the surviving corporation is P97000050801.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Seventh day of February, 2003



CR2EO22 (1-03)

Ken Detzner

Ken Detzner
Secretary of State

TRADEMARK

REEL: 002701 FRAME: 0158

ARTICLES OF MERGER

OF

PROSTAHELP, INC.
(a Florida corporation)

INTO

VITANERGY, INC
(a Florida corporation)

00 FEB 18 AM 9:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1105 of the Florida Business Corporation Act, ProstaHELP, Inc. and Vitanergy, Inc., both Florida corporations, certify that:

First: The name and state of the constituent corporations of the merger are:

ProstaHELP, Inc A Florida corporation, and
Vitanergy, Inc. A Florida corporation

Second: An agreement and plan of merger dated January 31, 2000, between ProstaHELP, Inc. and Vitanergy, Inc. (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by shareholders of each constituent corporations in accordance with the requirements of section 607.1101 of the Florida Business Corporation Act.

Third: The name of the corporation that survives the merger is Vitanergy, Inc. (the "surviving corporation").

Fourth: The certificate of incorporation of Vitanergy, Inc. is the certificate of incorporation of the surviving corporation.

Fifth: The executed Merger Agreement is on file at the office of the surviving corporation located at Suite 211, 717 Ponce de Leon Boulevard, Coral Gables, FL 33134.

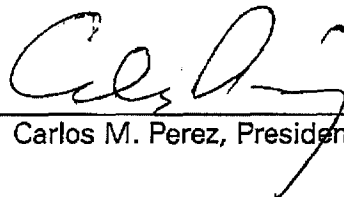
Sixth: The surviving corporation will furnish a copy of the Merger Agreement upon request and without charge to any stockholder of any constituent corporation.

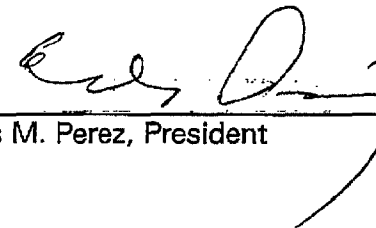
Seventh: This certificate of merger is effective when it is filed in the office of the Secretary of State of the State of Florida.

WHEREFORE, the undersigned has caused this certificate to be executed this 31st day of January, 2000.

Prostahelp, Inc.

Vitanergy, Inc.


By: 
Carlos M. Perez, President

By: 
Carlos M. Perez, President

STATE OF FLORIDA
COUNTY OF DADE

Sworn to and subscribed before me this 31st day of January, 2000, by Carlos M. Perez as President of the corporations named above, with full authority so to do, who is personally known to me or who provided _____ as identification.

My commission expires:

 (seal)
Notary Public
E. P. LITTMAN
MY COMMISSION # CC 627626
EXPIRES: March 26, 2000
Bonded Third Party Public Authority
Printed or typed name of Notary

TRADEMARK

REEL: 002701 FRAME: 0160

PLAN OF MERGER

This agreement of merger is made this 31st day of January, 2000, between Vitanergy, Inc., a Florida corporation with its principal place of business at 717 Ponce de Leon Blvd., Suite 211, Coral Gables, FL 33134 ("the Surviving Corporation"), and Prostahelp, Inc., a Florida corporation with its principal place of business at 717 Ponce de Leon Blvd., Suite 211, Coral Gables, FL 33134 ("the Absorbed corporation").

RECITALS

1. Vitanergy, Inc. is a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 717 Ponce de Leon Blvd., Suite 211, Coral Gables, FL 33134.

2. Vitanergy, Inc. has a capitalization of 50,000,000 authorized shares of common stock, having a par value of \$.0001 per share, of which 10,000,000 shares are issued and outstanding, and 20,000,000 of preferred stock in various classes, of which zero shares are issued and outstanding.

3. Prostahelp, Inc. is a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 717 Ponce. De Leon Blvd., Suite 211, Coral Gables, FL 33134.

4. Prostahelp, Inc. has a capitalization of 10,000,000 authorized shares of common stock, having a par value of \$.0001 per share, of which all shares are issued and outstanding.

5. The boards of directors of the constituent corporations deem it desirable and in the best interests of the corporations and their shareholders that Prostahelp, Inc. be

merged into Vitanergy, Inc. in accordance with Florida Statute 607.1101 in order that the corporation qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code and Florida Statute 607.1101.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

SECTION ONE - MERGER

6. Prostahelp, Inc. shall merge into Vitanergy, Inc., which shall be the surviving corporation.

SECTION TWO - TERMS AND CONDITIONS

7. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property: real, personal, and mixed, of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

8. On the effective date, the separate existence of Prostahelp, Inc. shall cease, and Vitanergy, Inc. shall be fully vested in Prostahelp Inc.'s rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Florida Statute 607.1106.

9. If at any time after the effective date Vitanergy, Inc. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any

further action is necessary or desirable to carry out the provisions of this agreement, the appropriate officers of Vitanergy, Inc. or Prostahep, Inc., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Vitanergy, Inc., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts to vest, perfect, confirm, or record such title thereto in Vitanergy, Inc., or to otherwise carry out the provisions of this agreement.

10. After the effective date of the merger, each holder of certificates for shares of Prostahep, Inc. shall surrender them to Vitanergy, Inc. in such manner as Vitanergy, Inc. shall legally require. On receipt of such certificates, Vitanergy, Inc. shall issue and exchange therefor certificates for shares of Vitanergy, Inc., representing the number of shares of such stock to which such holder is entitled as provided for herein. Holders of certificates of shares of Prostahep, Inc. shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for such shares in the surviving corporation.

SECTION THREE - CONVERSION OF SHARES

11. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

A. Upon the effective date of the merger, each share of Prostahep, Inc. common stock that shall be issued and outstanding at that time shall, without more, be converted into and exchanged for one share of Vitanergy, Inc. common stock in accordance with this agreement. Specifically, after the merger, the shareholders of Vitanergy, Inc. shall be as follows:

Name	Number of Shares
Carlos Perez	3,300,000
Jose Wasmer	1,850,000
Luis Maggiolo	1,150,000
Pedro Diaz	200,000
James Milford	500,000
Kendall Coffey	500,000
Raul Delgado	500,000
Manuel Iglesias	484,000
Eduardo Perez	166,000
Manuel Garcia	100,000
Lincoln Meena	50,000
Antonio Perdices	50,000
Manuel Arias	100,000
Robert Downey	50,000

B. All shares of Vitanergy, Inc. stock into which shares of Prostahep, Inc. stock shall have been converted and become exchangeable for pursuant to this agreement shall be deemed to have been paid in full satisfaction of such converted shares.

C. Fractional shares of Vitanergy, Inc. stock will not be issued. Former holders of Prostahep, Inc. stock who would be entitled to receive fractional shares of Vitanergy, Inc. on the effective date, if any, shall receive in lieu thereof cash in an amount determined as follows: one dollar (\$1.00) for each fractional share.

SECTION FOUR - ARTICLES OF INCORPORATION

12. The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation following the effective date of the merger.

SECTION FIVE - BY-LAWS

13. The by-laws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

SECTION SIX - DIRECTORS AND OFFICERS

14. The directors and officers of the surviving corporation as of the date of the merger, shall be:

Carlos M. Perez - President and Chairman of the Board of Directors
Jose M Wasmer - Executive Vice-President and Director
Luis F. Maggiolo - Vice President and Director
James Milford - Vice President and Director
Kendall Coffey - Secretary and Director
Manuel Arias - Treasurer

SECTION SEVEN - APPROVAL OF SHAREHOLDERS

15. This agreement of merger shall be submitted for the approval of the shareholders of the constituent corporations in the manner provided by applicable law at meetings to be held at such time as the boards of directors of the constituent corporations may agree.

SECTION EIGHT - EFFECTIVE DATE

16. The effective date of this merger shall be the date when a certificate of merger is filed with the Florida Secretary of State.

SECTION NINE - ABANDONMENT OF MERGER

17. This agreement of merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

A. If the merger is not approved by the shareholders of either of the constituent corporations, or

B. If, in the judgment of the board of directors of either of the constituent corporations, the merger would be impracticable due to the number of dissenting shareholders asserting appraisal rights under applicable state law.

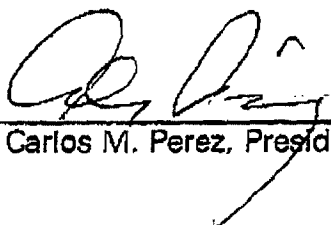
SECTION TEN - EXECUTION OF AGREEMENT

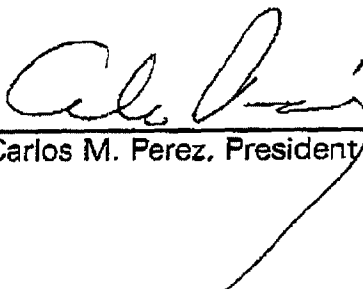
18. This agreement of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

EXECUTED on behalf of the parties by their officers, and sealed with their corporate seals, respectively, pursuant to the authorization of their respective boards of directors on the date first written above.

PROSTAHHELP, INC.

VITANERGY, INC.

By: 
Carlos M. Perez, President

By: 
Carlos M. Perez, President