

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
Tab settings =>=>=>

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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):

General Nutrition Investment Company

- Individual(s)
- General Partnership
- Corporation-State of Arizona
- 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: October 28, 2003

2. Name and address of receiving party(ies)

Name: GN Investment Oldco Company

Internal

Address:

Street Address: 300 Sixth Street

City: Pittsburgh State: PA Zip: 15222

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Arizona
- 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) 76/472,103  
76/542,672

B. Trademark Registration No.(s) 2,122,939  
2,103,800

Additional number(s) attached  Yes  No

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

Name: Holly Miller

Internal Address:

Vedder, Price, Kaufman & Kammholz

Street Address: 222 North LaSalle St. - 24th Floor

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved:

**143**

7. Total fee (37 CFR 3.41).....\$ 3590.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

22-0259

DO NOT USE THIS SPACE

9. Signature.

Angelo J. Bufalino

Name of Person Signing



Signature

November 24, 2003

Date

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

**10**

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

**CONTINUATION OF RECORDATION FORM COVER SHEET - Item 4****Additional Trademark Application Numbers:**

<b>Reg. No./ Appl. No.</b>	<b>Trademark</b>
76/186,155	Delinea
76/541,148	Fast Flex
75/704,399	GNC LIVE WELL
76/541,300	Heart Advance
76/472,102	Nitro-Blast
75/520,245	Pro Performance Laboratories
76/454,582	Solo Day
75/506,721	Value Nutrition
76/541,149	Vascularbetics

**Additional Trademark Registration Numbers:**

<b>Reg. No./ Appl. No.</b>	<b>Trademark</b>
2,122,266	Antioxidant Advantage
2,513,023	Arginine Uptake
2,133,282	Athletic Advantage
2,409,564	Basic Nutrition
1,124,835	Big 100
2,148,334	Bio Multiple
2,034,414	Bio-Remedy
2,136,226	Body Rover
2,701,306	Brain Teaser
2,376,043	Calcibite
2,550,313	Calcimate
1,432,670	Calcium Complete
2,150,578	Calcium Plus
2,358,638	Carcinex
2,358,639	Cardiomega
2,705,359	Carribean Blast
2,221,005	Carticin
2,090,712	Cell Protector
2,285,119	Challenge
2,698,613	Cherry Baby
2,279,375	Chloragel
2,288,892	Chloraseal
2,287,845	Circuform
2,179,655	Clear Advantage
2,523,375	Cognita
2,602,667	CreaDrive
2,166,615	Creatine Plus
2,304,063	Creatine Plus Transport
2,586,514	Distance
2,217,933	Effect
2,162,743	Egg White Supreme

2,208,204	Energel
2,297,987	Energum
2,116,924	Energy Complete
2,366,981	Enertherm
2,336,792	Eyegold
2,301,885	Fast Cal 500
2,297,938	Fema B-Complex
2,111,298	Food for Thought
2,402,540	Ginsa Gold
2,127,863	Ginsagel
2,180,647	GNC
2,117,280	GNC Gold Card Design
2,187,956	GNC Live Well
2,187,955	GNC Live Well
2,192,423	GNC Live Well
1,786,007	GNC-General Nutrition Centers
2,092,084	GNC-General Nutrition Centers-Live Well
2,269,803	Goldminds
2,705,358	Hear Me Roar
2,004,480	Herbal Plus
2,297,986	Herbal Rush
2,124,430	Hydrastagel
2,705,360	Immunator
2,437,459	Ipribone
2,181,487	Ironchel
2,712,051	Island Berries
2,705,357	Joint Effect
2,127,864	Kavagel
2,358,697	Lacticlear
2,203,328	Lecithin Plus
2,681,836	Lover's Lane
2,404,827	Maca Man
2,705,356	Maca Rocket
2,254,445	MediTea
2,163,971	Mega Men
2,352,700	Mega Teen
2,336,770	Memorail
2,505,475	Motile Man
2,015,803	Multi Ginseng
2,153,736	Multi-Mega Minerals
2,373,752	Multibite
2,341,918	Natural Solutions
2,184,394	Nature's Fingerprint
2,356,282	Neurocite
1,264,669	Nourishair
2,184,573	Nutrigest
2,414,514	Omegasorb
2,360,394	Optidrene
2,166,419	Orchard Blends
2,202,278	Osteosure
2,347,663	Para Essentials

2,371,703	ParaSolve
2,214,615	Parthenogel
2,681,837	Peanut Butter Surprise
2,088,384	Phosphamass
2,095,653	Phytonutramin
2,370,151	Platinum Years
2,712,052	Popular Vote
1,815,531	Preventive Nutrition
1,836,536	Preventive Nutrition (Design)
756,715	Preventron
2,318,352	Prima-C
2,303,868	Pro Chrome
1,562,974	Pro Performance
2,127,798	Pro Stuff
2,129,464	PRO-RX
2,336,771	Prosta-Cern
2,350,859	Pyrudyl
2,202,178	Ratio
2,171,770	Scentmaster
2,415,023	Smart Herbs
1,115,935	Solotron
2,319,863	Solutine
2,299,029	Soy Complete
2,086,493	Soy Solution
2,175,752	Special Forces
2,217,361	Sports Kids
2,411,213	Suprazina
2,166,560	System LF
2,388,411	TeenCal
2,386,506	Thyrobolic
2,313,801	TMG Complete
2,168,582	Training Phases
2,363,003	Trans-Neuro
2,312,564	Tribuliver
2,102,125	Ultimate Garlic
2,153,738	Ultra Chromium Picolinate
2,090,037	Ultra Colon System
2,208,203	Ultra E
1,131,604	Ultra Mega
2,343,577	Ultra Saw Palmetto Formula
2,325,950	Ultra Zinc Lozenge
2,124,429	Valeragel
2,414,082	Vena-Clear Plus
2,376,054	VenaClear
2,478,855	Vita Rush
2,233,013	Vital Edge
2,230,515	Womansport
2,173,983	X-Phedra

AZ. CORR COMMISSION  
FILED

NOV 13 2003

APPR. M. Flores - Kastelo  
TERM \_\_\_\_\_  
DATE 11-13-03

- 0863901-8 -

**GN Investment Oldco Company**

AZ. CORP. COMMISSION  
FILED

OCT 31 2003

APPR. \_\_\_\_\_  
TERM M. F. Lee - D. J. Lee  
DATE 11-08-03

**GN Investment Oldco Company**

ARTICLES OF AMENDMENT

OF

General Nutrition Investment Company

[Name of Corporation]

1. The name of the corporation is General Nutrition Investment Company

2. Attached hereto as Exhibit A is the text of each amendment adopted.

3.  The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

Exhibit A contains provisions for implementing the exchange, reclassification or cancellation of issued shares provided for therein.

The amendment provides for exchange, reclassification or cancellation of issued shares. Such actions will be implemented as follows:

4. The amendment was adopted the 28<sup>th</sup> day of October, 2003.

5.  The amendment was adopted by the  incorporators  board of directors without shareholder action and shareholder action was not required.

The amendment was approved by the shareholders. There is (are) 1 voting groups eligible to vote on the amendment. The designation of voting groups entitled to vote separately on the amendment, the number of votes in each, the number of votes represented at the meeting at which the amendment was adopted and the votes cast for and against the amendment were as follows:

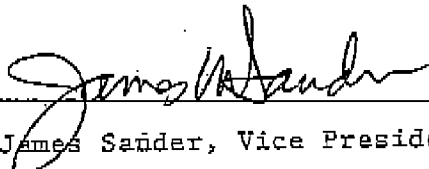
The voting group consisting of 100 outstanding shares of Common [class or series] stock is entitled to 100 votes. There were 100 votes present at the meeting. The voting group cast 100 votes for and 0 votes against approval of the amendment. The number of votes cast for approval of the amendment was sufficient for approval by the voting group.

ARS §10-140 requires that changes to corporation(s) be executed by an officer of the corporation, whose file is to be changed.

The voting group consisting of \_\_\_\_\_ outstanding shares of \_\_\_\_\_ [class or series] stock is entitled to \_\_\_\_\_ votes. There were \_\_\_\_\_ votes present at the meeting. The voting group cast \_\_\_\_\_ votes for and \_\_\_\_\_ votes against approval of the amendment. The number of votes cast for approval of the amendment was sufficient for approval by the voting group.

DATED as of this 28<sup>th</sup> day of October, 2003.

GN Investment Oldco Company  
[name of corporation]

By   
James Sauder, Vice President  
[name] [title]



General Nutrition Investment Company

EXHIBIT A

corporation is

GN Investment Oldco Company

11-18-03



STATE OF ARIZONA  
CORPORATION COMMISSION

I hereby certify this to be a true  
and complete copy of the document filed  
in this office and admitted to record in  
File No. 08639018

*[Signature]*  
Executive Secretary

Dated: 11-18-03 By: *[Signature]*