

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

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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)
- Association
- General Partnership
- Limited Partnership
- Corporation-State of Arizona
- Other _____

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

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

3. Nature of conveyance:

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

Execution Date: October 28, 2003

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

A. Trademark Application No.(s) 75/531,416

B. Trademark Registration No.(s) 1,124,836

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:

13

7. Total fee (37 CFR 3.41).....\$ 340.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

22-0259

DO NOT USE THIS SPACE

9. Signature.

Michael J. Turgeon

Name of Person Signing

Michael J. Turgeon
Signature

December 4, 2003

Date

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

7

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

CH \$340.00 220259 75531416

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

Reg. No.	Trademark
804,362	DIET-TRU and Design
807,650	GENERAL NUTRITION CENTER GNC and Design
1,227,245	GERI-GEN
2,374,119	GINSENG GOLD
2,071,252	GINSENG GOLD
1,463,984	GNC HEALTH MANAGEMENT CENTER and Design
1,419,682	NATURAL SOLUTION
767,445	NUTRI-CHEWS
850,471	NUTRITION SQUARE and Design
801,215	RATIO
1,260,759	SENIOR B-PLEX

AZ. CORR. COMMISSION
FILED

NOV 13 2003

APPR. M. Lopez-Astelo
TERM _____
DATE 11.13.03

- 0863901-8 -

GN Investment Oldco Company

AZ. CORP. COMMISSION
FILED

OCT 31 2003

APPR. _____
TERM M. Flores-Castelo
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 28th 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.

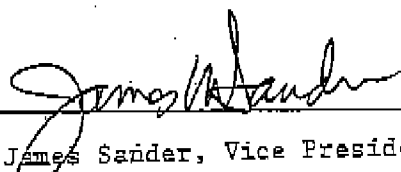
CF: 0040
Rev: 03/03

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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 28th day of October, 2003.

GN Investment Oldco Company
[name of corporation]

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

General Nutrition Investment Company

EXHIBIT A

The name of the corporation is :

GN Investment Oldco Company



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]*