

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

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

3. Nature of conveyance:

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

Execution Date: February 1, 1999

2. Name and address of receiving party(ies)

Name: General Nutrition Investment 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) 75/531,416

B. Trademark Registration No.(s) 2,343,577

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: 17

7. Total fee (37 CFR 3.41) \$ 440.00

- 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 9, 2003

Date

Total number of pages including cover sheet, attachments, and document: 5

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

CH \$440.00 220259 76631416

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
1,419,682	NATURAL SOLUTION
2,356,282	NEUROCITE
767,445	NUTRI-CHEWS
850,471	NUTRITION SQUARE and Design
1,815,531	PREVENTATIVE NUTRITION
2,390,498	PROSTAMEN
801,215	RATIO
1,260,759	SENIOR B-PLEX
2,233,013	VITAL EDGE
2,230,515	WOMANSPORT

AZ. CORP. COMMISSION
DELIVERED

FEB 05 1999

FILED BY *Sonia Dues*
TERM _____
DATE *2/5/99*

General Nutrition Investment Company (no record) M-0865667-3

Merged Into

General Nutrition Investment Company 0863901-8

ARTICLES OF MERGER

ARTICLES OF AMENDMENT AND MERGER

OF

GENERAL NUTRITION INVESTMENT COMPANY (N/R) M-0865667-3
(A DELAWARE CORPORATION)

INTO

GENERAL NUTRITION INVESTMENT COMPANY 0863901-8
(AN ARIZONA CORPORATION)

1. Filed simultaneously with these articles of merger is the plan of merger which has been adopted by General Nutrition Investment Company, a Delaware corporation, and General Nutrition Investment Company, an Arizona corporation, which is the surviving corporation.

2. The name of the surviving corporation is General Nutrition Investment Company, and its known place of business is 1002 South 63rd Avenue at Buckeye, Phoenix AZ 85043.

3. The name and address of the statutory agent of the surviving corporation is: C.T. Corporation System, 3225 North Central Avenue, Phoenix, AZ 85012.

4. The plan of merger does not contain any amendments to the articles of incorporation of the surviving corporation.

Attached as Exhibit A are the amendments to the articles of incorporation of the surviving corporation which have been adopted as a result of the adoption of the plan of merger.

5. Shareholder approval of the plan of merger was not required.

Approval of the shareholders of one or more of the corporations which are parties to the merger was required. The designation of voting groups in each corporation which is a party to the merger entitled to vote separately on the merger, the number of votes in each, the number of votes represented at the meeting at which the merger was adopted and the votes cast for and against the merger were as follows:

General Nutrition Investment Company (an Arizona Corporation), the surviving corporation. There is only one voting group eligible to vote on approval of the merger.

The voting group consisting of 1,000 outstanding shares of common stock is entitled to 1,000 votes. All votes were present at the meeting. The voting group cast 1,000 votes for and -0- votes against the merger. The number of votes cast for the merger was sufficient for approval by the voting group.

General Nutrition Investment Company (a Delaware Corporation), the disappearing corporation. There is only one voting group eligible to vote on approval of the merger.

The voting group consisting of 1,000 outstanding shares of common stock is entitled to 1,000 votes. All votes were present at the meeting. The voting group cast 1,000 votes for and -0- votes against the merger. The number of votes cast for the merger was sufficient for approval by the voting group.

6. The merger is permitted by the law of the state or country under whose law each foreign corporation is incorporated and each foreign corporation has complied with that law in effecting the merger.

DATED as of this 1st day of February, 1999.

GENERAL NUTRITION INVESTMENT COMPANY

By *Ronald M Marmo*
RONALD M MARMO, Assistant Secretary
[name] [title]