

FORM PTO-1595

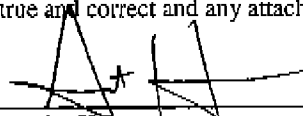
Docket No. 30/SAH/H362

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark Office
P.O. Box 1450
Alexandria, Virginia 22313-1450

Post Office Box 7068
Pasadena, CA 91109-7068

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

<p>1. Name of conveying party(ies): HWE, INC.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other: <input checked="" type="checkbox"/> Exists Under Laws of California</p> <p>Additional name(s) of conveying party(ies)attached: NO</p>	<p>2. Name and address of receiving party(ies): Name: INTERACTIVE HEALTH LLC</p> <p>Street Address: 3030 Walnut Avenue, Long Beach, California 90807</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other: LIMITED LIABILITY COMPANY <input checked="" type="checkbox"/> Exists Under Laws of Delaware</p>
<p>3. Name of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: August 4, 1999</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: NO</p> <p>(Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? NO</p>
<p>4. A. Trademark Application No.(s)</p>	<p>4. B. Trademark Registration No.(s) 1,655,476; 1,741,112; 1,757,606; 2,010,595; 2,044,976</p> <p>Additional numbers attached? NO</p>
<p>5. Please return the recorded document and address all correspondence to:</p> <p align="center">CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: Art Hasan</p>	<p>6. Total number of applications or registrations involved <input type="text" value="5"/></p> <p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 140</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>
<p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p>	
<p>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.</p> <p>Date: December 19, 2003</p> <p align="right">By  Name: Art Hasan 626/795-9900</p> <p align="right">Total number of pages including cover sheet, attachments, and document: <input type="text" value="5"/></p>	

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State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BWE, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "INTERACTIVE HEALTH LLC" UNDER THE NAME OF "INTERACTIVE HEALTH LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D 1999, AT 1 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

3068061 8100M

991322533

AUTHENTICATION: 9903445

DATE: 08-04-99

Aug-04-99 02:26P

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P.02

CERTIFICATE OF MERGER
 OF
 HWE, INC.
 AND
 INTERACTIVE HEALTH LLC

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:

(i) HWE, Inc., which is incorporated under the laws of the State of California; and

(ii) Interactive Health LLC, which is organized under the laws of the State of Delaware.

2. An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent entities in accordance with the provisions of subsection (h) of Section 18-209 of the Delaware Limited Liability Company Act, to wit, by HWE, Inc. in accordance with the laws of the State of its incorporation and by Interactive Health LLC in the same manner as is provided in the Delaware Limited Liability Company Act.

3. The name of the surviving limited liability company in the merger herein certified is Interactive Health LLC, which will continue its existence as said surviving limited liability company under the name Interactive Health LLC upon the effective date of said merger pursuant to the provisions of the Delaware Limited Liability Company Act.

4. The Certificate of Organization of Interactive Health LLC, as now in force and effect, shall continue to be the Certificate of Organization of said surviving limited liability company until amended and changed pursuant to the provisions of the Delaware Limited Liability Company Act.

5. The executed Agreement of Merger between the aforesaid constituent business entities is on file at the principal place of business of the aforesaid surviving limited liability company, the address of which is as follows:

3030 Walnut Avenue
Long Beach, CA. 90807

la-311746

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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6. A copy of the aforesaid Agreement of Merger will be furnished by the aforesaid surviving limited liability company, on request, and without costs, to any stockholder of extinguishing foreign corporation or any member of the limited liability company.

Executed on this 4th day of August 1999.

INTERACTIVE HEALTH I.L.C., a
Delaware limited liability company

By: 
Name: Matt J. Wolkman
Its: Chief Executive Officer

16-311946

AUG 04 '99 12:46

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facsimile

TRANSMITTAL

Date: December 19, 2003

No. of Pages: 5 (including this cover sheet)

Fax No.: 703-306-5995

PLEASE DELIVER THE FOLLOWING PAGES IMMEDIATELY TO:

Name: Commissioner of Trademarks
Trademark Assignment Branch

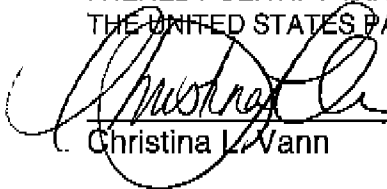
Phone:

From: Art Hasan
Reg No. 41,057

Re: Registration Nos. 1,655,476; 1,741,112; 1,757,606;
2,010,595; 2,044,976;

File: 30/SAH/H362

I HEREBY CERTIFY THAT THIS PAPER IS BEING FACSIMILE TRANSMITTED TO
THE UNITED STATES PATENT AND TRADEMARK OFFICE ON **December 18, 2003.**



Christina L. Vann

*Correspondence: Recordation Cover Sheet and Certificate of Merger

For Office Services Use Only
Return Fax to Christina L. Vann

Christie, Parker & Hale, LLP
350 West Colorado Boulevard
Post Office Box 7068
Pasadena, CA 91109-7068
626-795-9900
Fax: 626-577-8800

confidential

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