

8-18-03

08-20-2003

R

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings		OFFICE 9 102529420 2003 AUG 18 AM 9:48	J.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): The Fountain of Youth Group, Inc. a Florida Corporation <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No		2. Name and address of receiving party(ies) Name: The Fountain of Youth Group, LLC Internal Address: 830-13 A1A North Street Address: 830-13 A1A North Ponte Vedra Beach, FL City: _____ State: _____ <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation-State _____ <input checked="" type="checkbox"/> Other Limited Liability Company <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small>	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other See attached Execution Date: September 20, 2003		4. Application number(s) or registration number(s): A. Trademark Application No.(s) 75-912418 Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No B. Trademark Registration No.(s)	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Marvin C. Kloeppe Internal Address: _____ Fisher, Tousley, Leas & Ball, P.A. Street Address: One Independent Drive Suite 2600 Jacksonville, FL 32202 City: _____ State: _____ Zip: _____			
6. Total number of applications and registrations involved: 1		7. Total fee (37 CFR 3.41).....\$ 40.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account	
8. Deposit account number: _____ <small>(Attach duplicate copy of this page if paying by deposit account)</small>		9. Statement and signature. <i>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.</i> Marvin C. Kloeppe Name of Person Signing <i>Marvin C. Kloeppe</i> Signature August 12, 2003 Date Total number of pages including cover sheet, attachments, and document: 4	

OFFICE OF PUBLIC RECORDS
2003 AUG 18 AM 9:48
FINANCE SECTION

08/19/2003 6TOM11 00000146 75912418
01 FC:8521 40.00 BP

700071617

TRADEMARK
REEL: 002811 FRAME: 0775

ATTACHMENT
to the
RECORDATION FORM COVER SHEET
filed by
THE FOUNTAIN OF YOUTH GROUP, LLC

On September 25, 2002, The Fountain of Youth Group, Inc., a Florida corporation (the "Corporation"), filed a Certificate of Conversion dated September 20, 2003 with the Office of the Secretary of State of the State of Delaware. On the effective date thereof, the Corporation converted from a Florida corporation into a Delaware limited liability company, the name of which is The Fountain of Youth Group, LLC (the "LLC") pursuant to Section 18-214 of the Delaware Limited Liability Company Act (6 Del. Code § 18-214). The Certificate of Conversion filed with the Office of the Secretary of State of the State of Delaware is attached as **EXHIBIT A**.

Pursuant to Delaware law, upon the effective date of the conversion, all of the rights, privileges and powers of the Corporation, and all property, real, personal and mixed; and all debts due to the Corporation, as well as all other things and causes of action belonging to the Corporation, remained vested in the LLC and became the property of the LLC. Likewise, all rights of creditors and all liens upon any property of the Corporation were preserved unimpaired, and all debts, liabilities and duties of the Corporation remained attached to the LLC, and may be enforced against it to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by it in its capacity as a Delaware limited liability company. The rights, privileges, powers and interests in property of the Corporation, as well as the debts, liabilities and duties of the Corporation, were not deemed, as a consequence of the conversion, transferred to the LLC for any purpose of the laws of the State of Delaware. See 6 Del. Code §18-214(f).

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/25/2002
020597589 - 3572999

**CERTIFICATE OF CONVERSION
FROM A FLORIDA CORPORATION
TO A DELAWARE LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214 OF THE
LIMITED LIABILITY COMPANY ACT**

Pursuant to the provisions of Section 18-214 of the Limited Liability Company Act of the State of Delaware (the "LLCA"), the undersigned hereby certifies:

1. The jurisdiction where the corporation was first formed is the State of Florida.
2. The jurisdiction of the corporation immediately prior to the filing of this Certificate of Conversion was the State of Florida.
3. The date the corporation was first formed is December 5, 1994.
4. The name of the corporation immediately prior to filing this Certificate of Conversion is The Fountain of Youth Group, Inc.
5. The name of the limited liability company as set forth in its Certificate of Formation is The Fountain of Youth Group, LLC.

IN WITNESS WHEREOF, the undersigned hereunto, being an authorized person in accordance with Section 18-204 the LLCA, signs and affirms that the statements made herein are true under the penalty of perjury, this 20 day of February, 2002.

THE FOUNTAIN OF YOUTH GROUP,
INC., a Florida corporation

By: _____

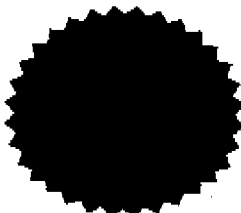

Edita Kaye, President

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A FLORIDA CORPORATION UNDER THE NAME OF "THE FOUNTAIN OF YOUTH GROUP, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "THE FOUNTAIN OF YOUTH GROUP, INC." TO "THE FOUNTAIN OF YOUTH GROUP, LLC", FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF SEPTEMBER, A.D. 2002, AT 9 O'CLOCK A.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2003775

DATE: 09-26-02

TRADEMARK

REEL: 002811 FRAME: 0778

3572999 8100V

020597589

RECORDED: 08/18/2003