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To the Honorable Commissioner of Patents and Trademarks, and original documents or copy thereof.

1. Name of conveying party(ies):
 Pharmavite Corporation 1-20-04

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - California
 Other _____

Add'l name(s) of conveying party(ies) attached? _Yes No

2. Name and address of receiving party(ies):
 Name: Pharmavite LLC
 Internal Address: Suite 300
 Street Address: 8510 Balboa Boulevard
 City: Northridge State: CA ZIP: 91325

Individual(s) citizenship _
 Association _____
 Limited Liability Company - California
 Corporation -
 Other: _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: March 14, 2002

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)
 B. Trademark Registration No. 977,873

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Stanley W. Sokoloff, Esq.
 Internal Address:
BLAKELY, SOKOLOFF, TAYLOR & ZAFMAN
 Street Address: 12400 Wilshire Boulevard
Seventh Floor
 City: Los Angeles State: CA ZIP: 90025


6. Total number of applications and registrations involved: One (1)

7. Total fee (37 CFR 3.41)\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-2666

DO NOT USE THIS SPACE

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.

Stanley W. Sokoloff, Esq.  January 15, 2004
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Commissioner for Trademarks, 2900 Crystal Drive, Arlington, VA 22202-3514, on January 16, 2004


 Signature

TRADEMARK

40.00
 00000039 977873
 01/29/2004 MSETACHE
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State of California
 Bill Jones
 Secretary of State

LIMITED LIABILITY COMPANY
 ARTICLES OF ORGANIZATION

A \$70.00 filing fee must accompany this form.
 IMPORTANT - Read instructions before completing this form.

200206610122

File#

FILED
 Office of the Secretary of State
 of the State of California

MAR 01 2002

BILL JONES, Secretary of State
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1. Name of the limited liability company (end the name with the words "Limited Liability Company," "Ltd. Liability Co.," or the abbreviations "LLC" or "L.L.C.")
 Pharmavite LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the Beverly-Killea limited liability company act.

3. Name the agent for service of process and check the appropriate provision below:

Paul Bolar _____ which is

an individual residing in California. Proceed to item 4.

a corporation which has filed a certificate pursuant to section 1505. Proceed to item 5.

4. If an individual, California address of the agent for service of process:

Address: 8510 Balboa Boulevard, Suite 300

City: Northridge

State: CA

Zip Code: 91325

5. The limited liability company will be managed by: (check one)

one manager more than one manager single member limited liability company all limited liability company members

6. Other matters to be included in this certificate may be set forth on separate attached pages and are made a part of this certificate. Other matters may include the latest date on which the limited liability company is to dissolve.

7. Number of pages attached, if any: One

8. Type of business of the limited liability company. (For informational purposes only)
 Manufacture, marketing, distribution and sale of dietary supplements

9. DECLARATION: It is hereby declared that I am the person who executed this instrument, which execution is my act and deed.

Signature of Organizer

Shun Uchida
 Type or Print Name of Organizer

February 28, 2002
 Date

10. RETURN TO:

NAME [Paul Bolar]
 FIRM [Pharmavite Corporation, Suite 300]
 ADDRESS [8510 Balboa Boulevard]
 CITY/STATE [Northridge, CA]
 ZIP CODE [91325]

SEC/STATE (REV. 12/99)

FORM LLC-1 - FILING FEE \$70.00
 Approved by Secretary of State

**Attachment to Articles or Organization of
Pharmavite LLC**

The following provisions are added to and made a part of the Articles of Organization of Pharmavite LLC (the "Company").

7.1 Limitations on Powers of Managers. Except for such documents as are required under the California Corporations Code to be executed by the Managers, no Manager acting solely in such capacity (and not as an officer of the Company) shall have the authority to bind the Company or to execute an instrument on behalf of the Company. The officers of the Company shall, to the extent authorized by the Managers, have the power to bind the Company and to execute instruments on behalf of the Company. Additionally, the Managers shall not have the authority to cause the Company to engage in the following transactions without first obtaining the approval of the Member:

(a) Any act that would make it impossible to carry on the ordinary business of the Company;

(b) The dissolution of the Company;

(c) The sale, lease, conveyance, exchange, transfer or other disposition of all or substantially all of the Company's assets not in the ordinary course of business;

(d) The incurring of any debt not in the ordinary course of business;

(e) A change in the nature of the principal business or purpose of the Company;

(f) The admission of a Member;

(g) The establishment of different classes of Members; and

(h) The entering into, on behalf of the Company, of any transaction constituting a "reorganization" within the meaning of California Corporations Code §17600.

061082704



State of California

Bill Jones

Secretary of State

FILED
in the office of the Secretary of State
of the State of California

MAR 15 2002 kmc

Bill Jones
BILL JONES, Secretary of State

LIMITED LIABILITY COMPANY CERTIFICATE OF MERGER

(Corporations Code Section 17552)

Filing Fee - Please see instructions.

IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

1. Name of surviving entity: Pharmavite LLC	2. Type of entity: limited liability company	3. Secretary of State File Number: 200206610122	4. Jurisdiction: California
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5. Name of disappearing entity: <u>Pharmavite Corporation</u>	6. Type of entity: corporation	7. Secretary of State File Number: C0615829	8. Jurisdiction: California
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9. Future effective date, if any:	Month	Day	Year
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10. If a vote was required pursuant to Section 17551 or Section 1113, enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required:			
<u>Surviving Entity</u>		<u>Disappearing Entity</u>	
<u>Each class entitled to vote</u>	<u>Percentage of vote required</u>	<u>Each class entitled to vote</u>	<u>Percentage of vote required</u>
One LLC Unit	100%	1000 shares of common stock	Majority of the outstanding shares of common stock

11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.

SECTION 12 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE ITFM 12 AND PROCEED TO ITFM 15.

12. Requisite changes to the information set forth in the Articles of Organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary.

SECTIONS 13 AND 14 ARE APPLICABLE IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY. COMPLETE ITEMS 13 AND 14.

13. Principal business address of the surviving foreign limited liability company or other business entity:

Address:

City: State: Zip Code:

14. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary.

15. Number of pages attached, if any: not applicable

16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.

Brent Bailey 3/14/02
Signature of Authorized Person for the Surviving Entity Date
Brent Bailey, manager

Kishiro Kitani 3/14/02
Signature of Authorized Person for the Surviving Entity Date
Kishiro Kitani, manager

Hiroshi Settsu 3/14/02
Signature of Authorized Person for the Surviving Entity Date
Hiroshi Settsu, manager

Shun Uchida 3/14/02
Signature of Authorized Person for the Surviving Entity Date
Shun Uchida, manager

Brent Bailey 3/14/02
Type or Print Name and Title of Person Signing Date
Brent Bailey, President, Pharmavite Corporation

Rosa Wright 3/14/02
Type or Print Name and Title of Person Signing Date
Rosa Wright, Secretary, Pharmavite Corporation

Type or Print Name and Title of Person Signing Date

Type or Print Name and Title of Person Signing Date

FORM LLC-9 - FILING FEE: SEE INSTRUCTIONS
Approved by Secretary of State

