

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/03/2000

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Nutrition Warehouse Acquisition Corp.		11/15/2001	CORPORATION: DELAWARE
Bio-Nutritional Formulas, Inc.		01/03/2000	CORPORATION: NEW YORK

**RECEIVING PARTY DATA**

Name:	Vitamin World, Inc.
Street Address:	90 Orville Drive
City:	Bohemia
State/Country:	NEW YORK
Postal Code:	11716
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2438301	FEMGEST

**CORRESPONDENCE DATA**

Fax Number: (631)218-7341  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 631-218-6346  
 Email: pjohanson@nbty.com  
 Correspondent Name: Patricia M. Johnson  
 Address Line 1: 90 Orville Drive  
 Address Line 4: Bohemia, NEW YORK 11716

NAME OF SUBMITTER:	Patricia M. Johnson
Signature:	//Patricia M. Johnson//

**CH \$40.00 2438301**

Date:

02/15/2005

**Total Attachments: 5**

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 11/15/2001  
010580279 - 0845238

**CERTIFICATE OF MERGER  
(Under Section 251)**

**OF**

**NUTRITION WAREHOUSE ACQUISITION CORP. (DELAWARE)**

**AND**

**VITAMIN WORLD, INC. (DELAWARE)**

1. The name and state of each of the constituent corporations is NUTRITION WAREHOUSE ACQUISITION CORP. (DELAWARE) and VITAMIN WORLD, (DELAWARE).

2. An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with Section 251

3. The name of the surviving corporation is VITAMIN WORLD, (DELAWARE).

4. The certificate of incorporation of the constituent Delaware corporation VITAMIN WORLD, INC. is and shall be the certificate of incorporation of the surviving corporation.

5. The executed agreement of merger is on file at the principal place of business of the surviving corporation VITAMIN WORLD, INC. and the address thereof is 90 Orville Drive, Bohemia, New York 11716.

6. A copy of the agreement of merger will be furnished by the surviving corporation VITAMIN WORLD, INC. (DELAWARE) on request and without cost, to any stockholder of any constituent corporation.

7. The names and authorized capital stock of each constituent corporation which is not a corporation of this State are as follows:

<u>Corporation</u>	<u>Authorized Capital Stock</u>
Vitamin World, Inc.	,000 common, no par value
Nutrition Warehouse Acquisition Corp.	1,000 common, \$.01 par value

IN WITNESS WHEREOF, said NUTRITION WAREHOUSE ACQUISITION CORP. and VITAMIN WORLD, INC. have caused its respective corporate seal to be hereunto affixed to this certificate to be signed by Michael C. Duban, their Vice President-Legal, this 7<sup>th</sup> day of November, 2001.

NUTRITION WAREHOUSE ACQUISITION  
CORP.

By: Michael C. Duban  
Michael C. Duban  
Vice President-Legal



(CORPORATE SEAL)

VITAMIN WORLD, INC.

By: Michael C. Duban  
Michael C. Duban  
Vice President-Legal

(CORPORATE SEAL)

**CERTIFICATE OF MERGER**

**INTO**

**NUTRITION WAREHOUSE ACQUISITION CORP.**

The undersigned corporation

**DOES HEREBY CERTIFY**

**FIRST:** that the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<b>NAME</b>	<b>STATE OF INCORPORATION</b>
Nutrition Warehouse Mineola, Inc.	New York
Nutrition Warehouse Massapequa, Inc.,	New York
Nutrition Warehouse Expressway, Inc.,	New York
Nutrition Warehouse Plainview, Inc.,	New York
Nutrition Warehouse Commack, Inc.,	New York
Nutrition Warehouse Lake Grove, Inc.,	New York
Nutrition Warehouse East Meadow, Inc.,	New York
Nutrition Warehouse Holbrook, Inc.,	New York
Nutrition Warehouse NHP, Inc.,	New York
Nutrition Warehouse Forest Hills, Inc.,	New York
Bio-Nutritional Formulas, Inc.	New York
Future Science Labs, Inc.	New York
Nutrition Warehouse Merrick, Inc.	New York
Nutrition Warehouse Hicksville Inc.	New York
Nutrition Warehouse West Babylon Inc.	New York
Nutrition Warehouse Woodbury Inc.	New York
Nutrition Warehouse Westbury Inc.	New York

**SECOND:** That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

**THIRD:** That the name of the surviving corporation of the merger is Nutrition Warehouse Acquisition Corp., a Delaware corporation.

**FOURTH:** That the Certificate of Incorporation of Nutrition Warehouse Acquisition Corp., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

**FIFTH:** That the executed Agreement of Merger is on file at an office of the surviving corporation the address of which is 90 Orville Drive, Bohemia, New York 11716.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost, to any stockholder of any constituent corporation.


SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

CORPORATION	CLASS	NUMBER OF AUTHORIZED SHARES	PAR VALUE PER SHARE OR STATEMENT THAT SHARES ARE WITHOUT PAR VALUE
Nutrition Warehouse Mineola, Inc.	Common	200	No Par Value
Nutrition Warehouse Massapequa, Inc.,	Common	200	No Par Value
Nutrition Warehouse Expressway, Inc.,	Common	200	No Par Value
Nutrition Warehouse Plainview, Inc.,	Common	200	No Par Value
Nutrition Warehouse Commack, Inc.,	Common	200	No Par Value
Nutrition Warehouse Lake Grove, Inc.,	Common	200	No Par Value
Nutrition Warehouse East Meadow, Inc.	Common	200	No Par Value
Nutrition Warehouse Holbrook, Inc.,	Common	200	No Par Value
Nutrition Warehouse NHP, Inc.,	Common	200	No Par Value
Nutrition Warehouse Forest Hills, Inc.,	Common	200	No Par Value
Bio-Nutritional Formulas, Inc.	Common	200	No Par Value
Future Science Labs, Inc.	Common	200	No Par Value
Nutrition Warehouse Merrick, Inc.	Common	200	No Par Value
Nutrition Warehouse Hicksville Inc.	Common	200	No Par Value
Nutrition Warehouse West Babylon Inc.	Common	200	No Par Value
Nutrition Warehouse Woodbury Inc.	Common	200	No Par Value
Nutrition Warehouse Westbury Inc.	Common	200	No Par Value

EIGHT: That this Certificate of Merger shall be effective upon the filing hereof.

Dated: July 3, 2000

NUTRITION WAREHOUSE ACQUISITION  
CORP.

By   
Name: Scott Rudolph  
Title: President  
SCOTT RUDOLPH  
PRESIDENT

NYDOCS1-445691.1

RECORDED: 02/15/2005

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