

02-03-2005

COMMERCE
mark Office



102932649

RECORDATION FORM C
TRADEMARKS

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Boericke & Tafel Incorporated

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Citizenship (see guidelines) Pennsylvania

Execution Date(s) December 31, 2002

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Nature's Way Products, Inc.

Internal

Address: _____

Street Address: 1375 N. Mountain Springs Pkwy.

City: Springville

State: Utah

Country: U.S.A. Zip: 84663

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship _____
Citizenship _____
Citizenship Utah
Citizenship _____
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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

76/344,448

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Breiner & Breiner, L.L.C.

Internal Address: _____

Street Address: 115 North Henry Street
P.O. Box 19290

City: Alexandria

State: Virginia Zip: 22320-0290

Phone Number: 703-684-6885

Fax Number: 703-684-8206

Email Address: _____

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 02-3690

Authorized User Name _____

9. Signature: _____

Signature

January 31, 2005

Date

Theodore A. Breiner

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 13

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

02/03/2005 6T0N11 00000018 023690 76344444
01 FC:8521 40.00 BA

TRADEMARK
REEL: 003114 FRAME: 0367

DELAYED EFFECTIVE DATE EXPEDITE

RECEIVED

DEC 24 2002



ARTICLES OF MERGER

OF

Utah Div. Of Corp. & Comm. Code

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
I hereby certified that the foregoing has been filed
And approved on this 21 day of Dec 20 2002
In this office of this Division and hereby issued
this Certificate thereof.



Examiner: *[Signature]*
Kathy Berg
Division Director

BOERICKE & TAFEL INCORPORATED

WITH AND INTO

NATURE'S WAY PRODUCTS, INC.

Pursuant to the provisions of Section 16-10a-1107 of the Utah Revised Business Corporation Act (the "Act"), Nature's Way Products, Inc., a Utah corporation ("Nature's Way"), and Boericke & Tafel, Incorporated, a Pennsylvania corporation ("Boericke"), hereby execute the following Articles of Merger:

- Plan of Merger. Attached hereto as Exhibit A, and incorporated herein by this reference, is the Plan of Merger dated as of December 31, 2002 (the "Plan"), which sets forth the terms of the merger of Boericke with and into Nature's Way (the "Merger").
- Vote of Boericke Shareholder. The number of issued and outstanding shares of Boericke and the number of votes entitled to be cast by the holder of such shares immediately prior to the Effective Time (as that term is defined below) is sixty-two thousand nine hundred fifty (62,950). All of such shares were voted in favor of approving the Plan by written consent of the shareholder in a manner consistent with the laws of the State of Pennsylvania and the Articles of Incorporation and Bylaws of Boericke. No shares were voted in opposition to the Plan. The vote of the Boericke shares in favor of the Plan was sufficient to approve the Plan.
- Vote of Nature's Way Shareholder. The number of issued and outstanding shares of Nature's Way and the number of votes entitled to be cast by the holder of such shares immediately prior to the Effective Time (as that term is defined below) is one thousand six (1,006). All of such shares were voted in favor of approving the Plan by written consent of the shareholder in a manner consistent with the laws of the State of Utah and the Articles of Incorporation and Bylaws of Nature's Way. No shares were voted in opposition to the Plan. The vote of the Nature's Way shares in favor of the Plan was sufficient to approve the Plan.
- Effective Time. The Merger of Boericke with and into Nature's Way shall become effective on December 31, 2002 (the "Effective Time").

IN WITNESS WHEREOF, the parties have executed these Articles by their duly authorized officers as of December 31, 2002.

NATURE'S WAY PRODUCTS, INC., a Utah corporation

By: *[Signature]*
Gordon Walker, Secretary

BOERICKE & TAFEL INCORPORATED, a Pennsylvania corporation

By: *[Signature]*
Felix Maez, President

12-24-02A11:03 RCVD

EXHIBIT A

PLAN OF MERGER

#38356<PWBGL>

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is entered into as of the 31st day of December 2002, by and among Nature's Way Holding Company, a Utah corporation ("Holding"), Nature's Way Products, Inc., a Utah corporation ("Nature's Way"), and Boericke & Tafel Incorporated, a Pennsylvania corporation ("Boericke").

Recitals:

- A. Nature's Way is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Utah.
- B. Boericke is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Pennsylvania.
- C. The respective Boards of Directors of Nature's Way and Boericke deem it advisable for the mutual benefit of Nature's Way and Boericke that Boericke be merged with and into Nature's Way (the "Merger") upon the terms and subject to the conditions set forth herein and in accordance with the provisions of the Utah Revised Business Corporation Act (the "Utah Act") and the provisions of the Pennsylvania Business Corporation Law of 1988 (the "Pennsylvania Law").
- D. The Board of Directors of Nature's Way has adopted this Plan and recommended this Plan to Holding, which is the sole shareholder of Nature's Way.
- E. The Board of Directors of Boericke has adopted this Plan and recommended this Plan to Schwabe International, GmbH, a German private limited company ("Schwabe"), which is the sole shareholder of Boericke.
- F. Each of Holding and Schwabe, as the sole shareholder of Nature's Way and Boericke, respectively, has approved this Plan upon the recommendation of the respective Boards of Directors of Nature's Way and Boericke.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants contained herein, the parties hereto agree as follows:

1. The Merger. At the Effective Time (as hereinafter defined), Boericke shall be merged with and into Nature's Way in accordance with the provisions of the Utah Act and the Pennsylvania Law, and the separate corporate existence of Boericke shall cease. Nature's Way shall be the surviving corporation. (Nature's Way and Boericke are herein sometimes referred to as the "Constituent Corporations," and Nature's Way, in its capacity as the corporation surviving the Merger, is sometimes referred to herein as the "Surviving Corporation.")
2. Effective Time. The Merger shall become effective on December 31, 2002 (the "Effective Time").
3. Effect of the Merger. The Merger shall have the effects set forth in Section 16-10a-1106 of the Utah Act and in Section 1929 of the Pennsylvania Law.
4. Articles of Incorporation. The Articles of Incorporation of Nature's Way as in effect immediately prior to the Effective Time shall continue in full force and effect as the Articles of Incorporation

of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law, and shall not otherwise be affected by the Merger.

5. Bylaws. The Bylaws of Nature's Way as in effect immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

6. Directors and Officers. The directors and officers of Nature's Way immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors shall have been elected and qualified or until otherwise provided by law, the Articles of Incorporation of the Surviving Corporation, or the Bylaws of the Surviving Corporation.

7. Cancellation of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of Nature's Way or Boericke, or the holders thereof, the sixty-two thousand nine hundred fifty (62,950) shares of the common stock, par value \$100.00 per share of Boericke issued and outstanding immediately prior to the Effective Time shall be cancelled and Holding, as the sole shareholder of Nature's Way, shall cause to be issued ten (10) shares of the common stock, no par value, of Holding to Schwabe in consideration therefor.

8. Termination or Abandonment. This Plan may be terminated and the Merger abandoned at any time prior to the Effective Time by the mutual written consent of the respective Boards of Directors of the Constituent Corporations. In the event of termination of this Plan as herein provided, neither Holding, Nature's Way nor Boericke, nor their respective Boards of Directors nor shareholders shall be liable to the other or its directors or shareholders.

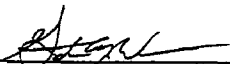
9. Other Provisions.

(a) Governing Law. This Plan shall be governed in all respects by the laws of the State of Utah.

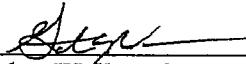
(b) Counterparts. This Plan may be executed in counterparts, each of which shall be an original, but all of which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties have executed this Plan by their duly authorized officers as of the date first above written.

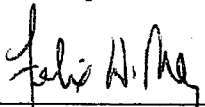
NATURE'S WAY HOLDING COMPANY, a Utah corporation

By: 
Gordon Walker, Secretary

NATURE'S WAY PRODUCTS, INC., a Utah corporation

By: 
Gordon Walker, Secretary

BOERICKE & TAFEL INCORPORATED, a Pennsylvania corporation

By: 
Felix Maez, President

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles/Certificate of Merger

(15 Pa.C.S.)

Entity Number

3021385

- Domestic Business Corporation (§ 1926)
- Domestic Nonprofit Corporation (§ 5926)
- Limited Partnership (§ 8547)

Name

Address

City

CT CORP. COUNTER

Document will be returned to the name and address you enter to the left.

=

Fee: \$108 plus \$28 additional for each Party in addition to two

THIS IS A TRUE COPY OF THE ORIGINAL SIGNED DOCUMENT FILED WITH THE DEPARTMENT OF STATE.

Filed in the Department of State on

DEC 26 2002

[Signature]
Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of merger or consolidation), the undersigned, desiring to effect a merger, hereby state that:

1. The name of the corporation/limited partnership surviving the merger is:

Nature's Way Products, Inc.

2. Check and complete one of the following:

The surviving corporation/limited partnership is a domestic business/nonprofit corporation/limited partnership and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider County

c/o

XX The surviving corporation/limited partnership is a qualified foreign business/nonprofit corporation /limited partnership incorporated/formed under the laws of Utah and the (a) address of its current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County

(b) Name of Commercial Registered Office Provider County
c/o Corporation Service Company Dauphin

The surviving corporation/limited partnership is a nonqualified foreign business/nonprofit corporation/limited partnership incorporated/formed under the laws of _____ and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

DSCB: 15-1926/5926/8547-3

IN TESTIMONY WHEREOF, the undersigned corporation/limited partnership has caused these Articles/Certificate of Merger to be signed by a duly authorized officer thereof this

18th day of December,
2002

Boericke & Tafel Incorporated,
a Pennsylvania Corporation

Name of Corporation/Limited Partnership

By: Felix H. Maez
Signature

Felix Maez, President

Title

Nature's Way Products, Inc.
a Utah corporation

Name of Corporation/Limited Partnership

By: Gordon M. Walker
Signature

Gordon M. Walker, Secretary

Title

EXHIBIT A

PLAN OF MERGER

#18372<PWBGL>

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is entered into as of the 31st day of December 2002, by and among Nature's Way Holding Company, a Utah corporation ("Holding"), Nature's Way Products, Inc., a Utah corporation ("Nature's Way"), and Boericke & Tafel Incorporated, a Pennsylvania corporation ("Boericke").

Recitals:

A. Nature's Way is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Utah.

B. Boericke is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Pennsylvania.

C. The respective Boards of Directors of Nature's Way and Boericke deem it advisable for the mutual benefit of Nature's Way and Boericke that Boericke be merged with and into Nature's Way (the "Merger") upon the terms and subject to the conditions set forth herein and in accordance with the provisions of the Utah Revised Business Corporation Act (the "Utah Act") and the provisions of the Pennsylvania Business Corporation Law of 1988 (the "Pennsylvania Law").

D. The Board of Directors of Nature's Way has adopted this Plan and recommended this Plan to Holding, which is the sole shareholder of Nature's Way.

E. The Board of Directors of Boericke has adopted this Plan and recommended this Plan to Schwabe International, GmbH, a German private limited company ("Schwabe"), which is the sole shareholder of Boericke.

F. Each of Holding and Schwabe, as the sole shareholder of Nature's Way and Boericke, respectively, has approved this Plan upon the recommendation of the respective Boards of Directors of Nature's Way and Boericke.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants contained herein, the parties hereto agree as follows:

1. The Merger. At the Effective Time (as hereinafter defined), Boericke shall be merged with and into Nature's Way in accordance with the provisions of the Utah Act and the Pennsylvania Law, and the separate corporate existence of Boericke shall cease. Nature's Way shall be the surviving corporation. (Nature's Way and Boericke are herein sometimes referred to as the "Constituent Corporations," and Nature's Way, in its capacity as the corporation surviving the Merger, is sometimes referred to herein as the "Surviving Corporation.")

2. Effective Time. The Merger shall become effective on December 31, 2002 (the "Effective Time").

3. Effect of the Merger. The Merger shall have the effects set forth in Section 16-10a-1106 of the Utah Act and in Section 1929 of the Pennsylvania Law.

4. Articles of Incorporation. The Articles of Incorporation of Nature's Way as in effect immediately prior to the Effective Time shall continue in full force and effect as the Articles of Incorporation

of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law, and shall not otherwise be affected by the Merger.

5. Bylaws. The Bylaws of Nature's Way as in effect immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

6. Directors and Officers. The directors and officers of Nature's Way immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors shall have been elected and qualified or until otherwise provided by law, the Articles of Incorporation of the Surviving Corporation, or the Bylaws of the Surviving Corporation.

7. Cancellation of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of Nature's Way or Boericke, or the holders thereof, the sixty-two thousand nine hundred fifty (62,950) shares of the common stock, par value \$100.00 per share of Boericke issued and outstanding immediately prior to the Effective Time shall be cancelled and Holding, as the sole shareholder of Nature's Way, shall cause to be issued ten (10) shares of the common stock, no par value, of Holding to Schwabe in consideration therefor.

8. Termination or Abandonment. This Plan may be terminated and the Merger abandoned at any time prior to the Effective Time by the mutual written consent of the respective Boards of Directors of the Constituent Corporations. In the event of termination of this Plan as herein provided, neither Holding, Nature's Way nor Boericke, nor their respective Boards of Directors nor shareholders shall be liable to the other or its directors or shareholders.

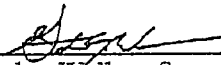
9. Other Provisions.

(a) Governing Law. This Plan shall be governed in all respects by the laws of the State of Utah.

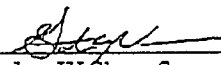
(b) Counterparts. This Plan may be executed in counterparts, each of which shall be an original, but all of which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties have executed this Plan by their duly authorized officers as of the date first above written.

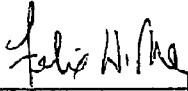
NATURE'S WAY HOLDING COMPANY, a Utah corporation

By: 
Gordon Walker, Secretary

NATURE'S WAY PRODUCTS, INC., a Utah corporation

By: 
Gordon Walker, Secretary

BOERICKE & TAFEL INCORPORATED, a Pennsylvania corporation

By: 
Felix Maez, President