

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

New Chapter, Inc.

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

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: New Chapter, Inc.
 Internal Address: _____
 Address: _____
 Street Address: 22 HIGH STREET
 City: BRATTLEBORO
 State: VERMONT
 Country: UNITED STATES Zip: 05301

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship: Delaware
- Other 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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) July 1, 2005

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

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

A. Trademark Application No.(s)

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):

See attached Exhibits A and B

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

Name: Mark A. Paskar
 Internal Address: Suite 3600
 Street Address: 211 North Broadway
 City: St. Louis
 State: Missouri Zip: 63102
 Phone Number: (314) 259-2000
 Fax Number: (314) 259-2020
 Email Address: _____

6. Total number of applications and registrations involved:

27

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 690.00

- 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 02-4467
 Authorized User Name Bryan Cave LLP - Mark Paskar

9. Signature:

Mark A. Paskar
Signature

7/15/05
Date

Mark A. Paskar, Esq.
Name of Person Signing

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

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

CH \$690.00 024467 78487447

EXHIBIT A

<u>Serial No.</u>	<u>Trademark</u>
78/487,447	MYCOFORCE
78/445,552	NEW CHAPTER ORGANICS
78/320,401	LIFE SUSTAINING LIFE
78/203,454	ZYFLAMEND
78/144,285	EVERY CHILD
78/653,885	EVERY KID'S
78/653,891	NEW CHAPTER

EXHIBIT B

<u>Registration No.</u>	<u>Trademark</u>
1,908,690	GINGER WONDER SYRUP
1,941,863	DAILY GINGER
1,897,277	ALL-FLORA
1,848,485	LIFE-SHIELD
1,828,013	NEW CHAPTER
1,828,014	EVERY MAN
2,833,159	VOLCANIC ORGANIC
2,672,728	SUPERCritical PHARMACY
2,491,599	SUPERCritical THERAPY
2,436,785	NEUROZYME
2,511,145	ZYFLAMEND
2,598,653	ZYFLAMEND
2,480,845	ESTROTONE
2,403,955	ZINGIFORCE
2,483,381	PROSTATE 5LX
2,441,616	ESTROTONE
2,339,160	BROCCOLIVE
1,985,716	EVERY WOMAN
1,927,470	HERBAL FREE PRESS, LTD. & Design
2,904,014	BERRY GREEN

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

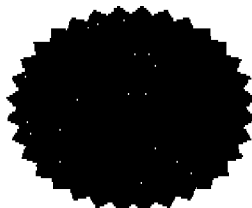
"NEW CHAPTER, INC.", A VERMONT CORPORATION,

WITH AND INTO "NCI RELOCATION CORP." UNDER THE NAME OF "NEW CHAPTER, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 2005, AT 10:53 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3991082 8100M

050550187



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3996269

DATE: 07-01-05

TRADEMARK
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NC. 8208 P. 2

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:08 AM 07/01/2005
FILED 10:53 AM 07/01/2005
SRV 050550187 - 3991082 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER
MERGING
NEW CHAPTER, INC.
INTO
NCI RELOCATION CORP.**

(Pursuant to Section 253B of the General Corporation Law of the State of Delaware)

New Chapter, Inc., a corporation organized and existing under the laws of the State of Vermont

DOES HEREBY CERTIFY:

FIRST: That it was organized pursuant to the provisions of the Vermont Business Corporation Act on the 2nd day of January, 1986.

SECOND: That it owns 100% of the outstanding shares of the capital stock of NCI Relocation Corp., a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware on the 24th day of June, 2005.

THIRD: That its Board of Directors at a meeting held on the 30th day of June, 2005, determined to merge the corporation into said NCI Relocation Corp., and did approve and adopt the following resolutions:

RESOLVED, that this corporation, New Chapter, Inc., merge itself into NCI Relocation Corp., which corporation NCI Relocation Corp., assumes all of the obligations of New Chapter, Inc.

FURTHER RESOLVED, that the terms and conditions of the merger are as follows:

Upon completion of the merger, the issued and outstanding shares of Common Stock of New Chapter, Inc. shall be exchanged for NCI Relocation Corp. shares of Common Stock on a one for ten share basis, and all of the Common Stock of NCI Relocation Corp. held by New Chapter, Inc shall be surrendered and canceled.

FURTHER RESOLVED, that the proposed merger be submitted to the shareholders of New Chapter, Inc.

FOURTH: That this merger has been approved by the holders of at least a majority of the outstanding shares of stock of New Chapter, Inc., at a meeting duly called for the purpose.

FIFTH: That this merger has been adopted, approved, certified, executed and acknowledged in accordance with the Vermont Business Corporation Act.

SIXTH: That upon the filing of this Certificate of Ownership and Merger, "Article I" of NCI Relocation Corp.'s Certificate of Incorporation shall be amended to read as follows:

ARTICLE I

The name of the corporation is New Chapter, Inc.

IN WITNESS WHEREOF, said New Chapter, Inc., a Vermont corporation, has caused this Certificate to be signed by Thomas M. Newmark, its President, this 1st day of July, 2005.

NEW CHAPTER, INC.
By /s/Thomas M. Newmark
Thomas M. Newmark, President

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