

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/31/2004		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Lifeclinic International, Inc.	FORMERLY Healthguard International, Inc	03/31/2004	CORPORATION:
RECEIVING PARTY DATA			
Name:	Lifeclinic International, Inc.		
Street Address:	255 North Washington Street #202		
City:	Rockville		
State/Country:	MARYLAND		
Postal Code:	20850		
Entity Type:	CORPORATION:		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78328025	BETTER HEALTH THROUGH AWARENESS	
CORRESPONDENCE DATA			
Fax Number:	(301)279-7303		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	3012797300		
Email:	sknee@lifeclinic.com		
Correspondent Name:	Shane Knee		
Address Line 1:	255 North Washington Street #202		
Address Line 4:	Rockville, MARYLAND 20850		
NAME OF SUBMITTER:	Shane A. Knee		
Signature:	/Shane A Knee/		
Date:	10/21/2005		

OP \$40.00 78328025

Total Attachments: 7

source=lifeclinik_healthguard_merger#page1.tif

source=lifeclinik_healthguard_merger#page2.tif

source=lifeclinik_healthguard_merger#page3.tif

source=lifeclinik_healthguard_merger#page4.tif

source=lifeclinik_healthguard_merger#page5.tif

source=Department_of_taxation#page1.tif

source=Department_of_taxation#page2.tif

3/31/04

ARTICLES OF MERGER

These Articles of Merger, dated this 31st day of March, 2004, pursuant to Title Three, Subtitle One of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code") are entered into by and between the corporations named in Article Second below, which are hereinafter collectively referred to as the "Constituent Corporations."

FIRST: Each of the Constituent Corporations agrees to effect a merger on the terms and conditions hereinafter set forth. The date that the merger of the Constituent Corporations is effective shall be referred to herein as the "Effective Date."

SECOND: The parties to these Articles of Merger are HealthGuard International, Inc., a Florida corporation (hereinafter referred to as "HGI-FL"), and Lifeclinic International, Inc., a Maryland corporation (hereinafter referred to as "Lifeclinic-MD"). Lifeclinic-MD shall be the Successor Corporation (hereinafter sometimes referred to as "Successor").

THIRD: HGI-FL was incorporated on April 16, 1976, pursuant to the Florida Business Corporation Act. HGI-FL registered to do business in the State of Maryland on December 20, 2002.

FOURTH: Neither of the Constituent Corporations owns an interest in land in the State of Maryland.

FIFTH: The Board of Directors of Lifeclinic-MD, there being no stockholders prior to the Effective Date, on March 31, 2004, by Written Consent of Directors, pursuant to Section 2-408(c) of the Code advised, authorized and approved by unanimous written consent these

STATE OF MARYLAND

I hereby certify that this is a true and complete copy of the _____ page document on file in this office. DATED 4/6/04

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BY: Mae Still, Custodian

This stamp replaces our previous certification system. Effective: 6/95

Articles of Merger which vote was in accordance with the Articles of Incorporation of Lifeclinic-MD and the laws of the State of Maryland.

SEVENTH: The Board of Directors and Stockholders of HGI-FL, on March 31, 2004, by Written Consent of Directors and Stockholders, pursuant to Sections 607.0704, 607.0821, 607.1101 and 607.1109 of the Florida Business Corporation Act advised, authorized and approved by unanimous consent these Articles of Merger which vote was in accordance with the Articles of Incorporation and the laws of the State of Florida.

EIGHTH: HGI-FL has authority to issue four classes of stock, namely: 110,000,000 shares of common stock, par value \$0.01 per share (the "HGI-FL Common Stock"), having an aggregate par value of \$1,000,000, and 10,000,000 shares of Preferred Stock, having no par value, 5,000,000 of which have been classified into three classes as follows: 1,000,000 shares of 6% Cumulative Convertible Series A Preferred, 2,000,000 shares of Convertible Series B Preferred Stock, and 2,000,000 shares of Convertible Series C Preferred Stock. The number of outstanding shares is as follows: 5,000,000 shares of Common Stock, and 0 shares of Preferred Stock.

NINTH: Lifeclinic-MD has authority to issues shares of two classes of stock, namely 100,000,000 shares of common stock, par value \$0.01 per share (the "Lifeclinic-MD Common Stock"), having an aggregate par value of \$1,000,000, and 5,000,000 Preferred Stock, par value \$1.00 per share, having an aggregate par value of \$5,000,000. There are no shares of stock issued and outstanding prior to the Merger.

TENTH: The manner and basis of converting the shares of the merging corporation into shares, obligations, or other securities of the surviving corporation, in whole or in part, into cash

or other property and the manner and basis of converting rights to acquire shares of the merging corporation into rights to acquire shares, obligations, or other securities of the surviving corporation, in whole or in part, into cash or other property are as follows:

(a) Each share of HGI-FL Common Stock which is issued and outstanding on the Effective Date shall be converted into, and shall remain issued and outstanding as, one (1) share of Lifeclinic-MD Common Stock. There are no shares of HGI-FL Preferred Stock currently outstanding.

(b) Each option or warrant to acquire HGI-FL Common Stock which is outstanding on the Effective Date shall be converted into, and shall remain outstanding as, an option or warrant to acquire the same number of shares of Lifeclinic-MD Common Stock upon the same terms.

(c) There are no shares of stock outstanding prior to the Effective Date of Lifeclinic-MD stock.

(d) No script or fractional share certificate of Lifeclinic-MD shall be issued as a result of the merger transaction described hereinabove.

(e) After the merger transaction described above shall become effective, except as otherwise provided by the Code with respect to dissenting shareholders, each holder of an outstanding certificate or certificates heretofore representing HGI-FL Common Stock shall surrender the same to Successor and each such holder thereon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Lifeclinic-MD Common Stock into which the HGI-FL Common Stock represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

Until such surrender, HGI-FL Common Stock shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of Lifeclinic-MD Common Stock to be delivered with respect to such shares of such capital stock. Unless and until any such outstanding certificates have been so surrendered, no dividends payable to the holders of record of Lifeclinic-MD Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of any outstanding certificates of HGI-FL Common Stock, but upon surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of Lifeclinic-MD Common Stock delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of Lifeclinic-MD Common Stock.

If any holder of an outstanding certificate or certificates representing HGI-FL Common Stock shall deliver to Successor such affidavits, indemnity agreements or surety bonds as Lifeclinic-MD shall reasonably require in conformity with its customary procedures with respect to lost stock certificates of Lifeclinic-MD, Successor shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing Lifeclinic-MD Common Stock.

ELEVENTH: The Articles of Incorporation and Bylaws of Lifeclinic-MD shall be the Articles of Incorporation and Bylaws of the Successor.

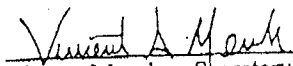
TWELFTH: A merger provided for by these Articles of Merger shall become effective ("Effective Date") upon filing.

IN WITNESS WHEREOF, HealthGuard International, Inc. and Lifeclinic International, Inc., the corporations a party to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their duly authorized Presidents and attested by their respective Secretaries as of the 31st day of March, 2004.

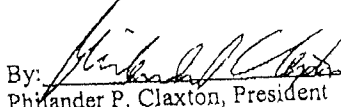
ATTEST:

HEALTHGUARD INTERNATIONAL, INC.

I do solemnly declare and affirm under the penalties of perjury that the matters and facts contained in the foregoing Articles of Merger are true to the best of my knowledge, information and belief and acknowledge the same to be my act.



Vincent Mencher, Secretary

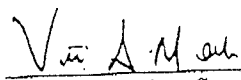
By: 

Philander P. Claxton, President

I do solemnly declare and affirm under the penalties of perjury that the matters and facts contained in the foregoing Articles of Merger are true to the best of my knowledge, information and belief and acknowledge the same to be my act.

ATTEST:

LIFECLINIC INTERNATIONAL, INC.



Vincent Mencher, Secretary

By: 

Philander P. Claxton, President