

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/1999

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Reliv' International, Inc.		06/30/1999	CORPORATION: ILLINOIS

**RECEIVING PARTY DATA**

Name:	Reliv' International, Inc.
Street Address:	136 Chesterfield Industrial Blvd.
City:	Chesterfield
State/Country:	MISSOURI
Postal Code:	63005
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 13**

Property Type	Number	Word Mark
Registration Number:	2326659	PROVANTAGE
Registration Number:	2372461	RELIV NOW
Registration Number:	2311243	SOYSENTIALS
Registration Number:	2141543	ARTHAFFECT
Registration Number:	1937143	CELLEBRATE
Registration Number:	1949693	RELIV
Registration Number:	1829170	FIBRESTORE
Registration Number:	1784376	NOURISHING OUR WORLD
Registration Number:	1760159	INNERGIZE!
Registration Number:	1717445	RELIV CLASSIC
Registration Number:	1720563	RELIV ULTRA BAR
Registration Number:	1721358	RELIV ULTRIM-PLUS
Registration Number:	1759404	RELIV

OP \$340.00 2326659

**TRADEMARK**

CORRESPONDENCE DATA

Fax Number: (312)474-0448

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 312-474-6300

Email: janderfuren@marshallip.com

Correspondent Name: Marshall, Gerstein & Borun LLP

Address Line 1: 233 S. Wacker Drive

Address Line 2: 6300 Sears Tower

Address Line 4: Chicago, ILLINOIS 60606-6357

ATTORNEY DOCKET NUMBER:	30106/G1000
NAME OF SUBMITTER:	Jill Anderfuren
Signature:	/ja/
Date:	01/23/2006

Total Attachments: 4  
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State of Delaware  
Office of the Secretary of State

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I, EDWARD J. FREEL, 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:

"RELIV INTERNATIONAL, INC.", A ILLINOIS CORPORATION,  
WITH AND INTO "RELIV' MERGER CORPORATION" UNDER THE NAME OF  
"RELIV' INTERNATIONAL, INC.", A CORPORATION ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE THE TENTH DAY OF APRIL, A.D. 2000, AT 9  
O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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001185743

AUTHENTICATION: 0378280

DATE: 04-13-00

**TRADEMARK**  
**REEL: 003232 FRAME: 0198**

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
RELIV INTERNATIONAL, INC.  
(an Illinois corporation)**

**INTO**

**RELIV' MERGER CORPORATION  
(a Delaware corporation)**

It is hereby certified that:

1. Reliv International, Inc. (hereinafter called the "corporation") is a corporation of the State of Illinois, the laws of which permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

2. The corporation, as the owner of all of the outstanding shares of common stock of Reliv' Merger Corporation, hereby merges itself into Reliv' Merger Corporation, a corporation of the State of Delaware.

3. The following is a copy of the resolutions adopted on the 17th day of February, 1999, by the Board or Directors of the corporation to merge the corporation into Reliv' Merger Corporation:

RESOLVED that this corporation be reincorporated in the State of Delaware by merging itself into Reliv' Merger Corporation pursuant to the laws of the State of Illinois and the State of Delaware as hereinafter provided, so that the separate existence of this corporation shall cease as soon as the merger shall become effective, and thereupon this corporation and Reliv' Merger Corporation will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware.

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

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of this corporation shall become vested in and be held by Reliv' Merger Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by this corporation, and Reliv' Merger Corporation shall assume all of the obligations of this corporation.

(b) No pro rata issuance of the shares of stock of Reliv' Merger Corporation which are owned by this corporation immediately prior to the effective time of the merger shall be made, and such shares shall be surrendered and extinguished.

(c) Each share of common stock, no par value, of this corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of common stock \$.001 par value, of Reliv' Merger Corporation, and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of this corporation shall automatically be and become holders of shares of Reliv' Merger Corporation upon the basis above specified, whether or not certificates representing said shares are then issued and delivered. Each warrant, option or other derivative security to purchase common stock of the corporation which is effective immediately prior to the effective time of the merger shall be converted into a warrant, option or other derivative security to purchase common stock of Reliv' Merger Corporation, as of the effective time of the merger. Such instruments shall be exercisable in accordance with their terms and conditions. On each matter on which common stock shall vote each common share shall be entitled to one vote.

(d) After the effective time of the merger, each holder of record of any outstanding certificate or certificates theretofore representing common stock of this corporation may surrender the same to the American Stock Transfer & Trust, Reliv' Merger Corporation's transfer agent, at its office in New York, New York and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing a like number of shares of common stock of Reliv' Merger Corporation. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of this corporation shall be deemed for all corporate purposes to evidence ownership of shares of common stock of Reliv' Merger Corporation.

(e) From and after the effective time of the merger, the Certificate of Incorporation and the By-Laws of Reliv' Merger Corporation shall be the Certificate of Incorporation and the By-Laws of Reliv' Merger Corporation as in effect immediately prior to such effective time and the name of Reliv' Merger Corporation shall be changed to Reliv' International, Inc.


(f) The members of the Board of Directors and officers of this corporation shall be the members of the Board of Directors and the corresponding officers of Reliv' Merger Corporation immediately before the effective time of the merger.

(g) From and after the effective time of the merger, the assets and liabilities of this corporation and of Reliv' Merger Corporation shall be entered on the books of Reliv' Merger Corporation at the amounts at which they shall be carried at such time on the respective books of this corporation and of Reliv' Merger Corporation, subject to such inter-corporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of Reliv' Merger Corporation, in accordance with generally accepted accounting principles, the capital and surplus of Reliv' Merger Corporation shall be equal to the capital and surplus of this corporation and of Reliv' Merger Corporation.


FURTHER RESOLVED that, in the event that the proposed merger shall not be terminated, the proper officers of this corporation be and they hereby are authorized and directed to make and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into Reliv' Merger Corporation and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the States of Illinois and Delaware in any other appropriate jurisdiction, necessary or proper to effect this merger.

4. The proposed merger herein certified has been adopted, approved, certified, executed, and acknowledged by Reliv' International, Inc. in accordance with the laws under which it is organized.

Signed and attested to on June 2<sup>nd</sup>, 1999.

  
Robert L. Montgomery, President of Reliv'  
Merger Corporation

Attest:

  
Stephen M. Merrick, Secretary  
of Reliv' Merger Corporation

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