

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
N21 Acquisition I LLC		08/28/2006	LIMITED LIABILITY COMPANY:
RECEIVING PARTY DATA			
Name:	Iceland Health, LLC		
Street Address:	4 Manhattanville Road		
City:	Purchase		
State/Country:	NEW YORK		
Postal Code:	10577		
Entity Type:	LIMITED LIABILITY COMPANY:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2784439	ICELANDHEALTH	
Serial Number:	78706915	IMMUNITY+ PLUS	
CORRESPONDENCE DATA			
Fax Number:	(212)278-1733		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-278-1359		
Email:	deinhorn@andersonkill.com		
Correspondent Name:	David A. Einhorn, Esq.		
Address Line 1:	1251 Avenue of the Americas		
Address Line 2:	Anderson Kill & Olick, P.C.		
Address Line 4:	New York, NEW YORK 10020		
ATTORNEY DOCKET NUMBER:	017806-ARD05		
NAME OF SUBMITTER:	David A. Einhorn		
Signature:	/E7003D/		

CH \$65.00 2784439

Date:

09/08/2006

Total Attachments: 7

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DOS-1372 (01/00)
New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
Albany, NY 12231

CERTIFICATE OF MERGER
OF
Iceland Health, Inc.
AND
N21 Acquisition I LLC
INTO
N21 Acquisition I LLC

Under Section 1003 of the Limited Liability Company Law

FIRST: The name and jurisdiction of formation or organization of each domestic limited liability company or other domestic business entity that is to merge is:

<u>Name</u>	<u>Jurisdiction</u>
Iceland Health, Inc.	New York
N21 Acquisition I LLC	New York

SECOND: For each domestic limited liability company and domestic other business entity, the date when its initial articles of organization or formation document was filed with Department of State is:

Iceland Health, Inc. filed its initial Certificate of Incorporation with the Department of State on October 26, 2001.

N21 Acquisition I LLC filed its initial articles of organization with the Department of State on August 22, 2006.

THIRD: The name of the surviving domestic limited liability company is: N21 Acquisition I LLC.

FOURTH: The certificate of formation of the surviving domestic limited liability company as now in force and effect shall be the certificate of formation of said surviving.

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domestic limited liability company except that the FIRST Article thereof, relating to the name of the domestic limited liability company, is hereby amended and changed so as to read as follows upon the effective date of the merger:

"The name of the limited liability company is: Iceland Health, LLC"

FIFTH: The agreement of merger has been approved and executed by each of the domestic limited liability companies or domestic other business entities that is a party thereto.

SIXTH: The future effective date of the merger, which does not exceed 30 days from the date of filing, is: N/A

SEVENTH: The Secretary of State is designated as agent of the surviving limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is: Attention Corporate Secretary, Nutrition 21 Inc., 4 Manhattanville Road, Purchase, NY 10577-2197.

EIGHTH: The agreement of merger is on file at the following place of business of the surviving domestic limited liability company: 4 Manhattanville Road, Purchase, NY 10577-2197.

NINTH: A copy of the agreement of merger will be furnished by the surviving domestic limited liability company on request and without cost to any member of any domestic limited liability company or to any person holding an interest in any other business entity that is to merge pursuant to such agreement.

Iceland Health, Inc.

By: 

Mark H. Sternberg
Chief Executive Officer

N21 Acquisition I LLC

By: Nutrition 21, Inc., Member-Manager

By: 

Paul Intlekofer
Chief Executive Officer

NYDC051-039015.2

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CERTIFICATE OF MERGER
OF
ICELAND HEALTH, INC.

INTO
N21 ACQUISITION I LLC
Section 1003 of the Limited Liability Company Law

FILED
2006 AUG 28 AM 10:02

icc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 28 2006
TAXS _____
Y: _____

Filer: Law Office Of Oscar D. Folger
24th Floor
521 Fifth Ave
New York, NY 10175
Cust. Ref#337033JBA

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**State of New York
Department of State } ss:**

I hereby certify, that N21 ACQUISITION I LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 08/22/2006, and that the Limited Liability Company is existing so far as shown by the records of the Department. I further certify the following:

A Certificate of Merger and Name Change, changing its name to ICELAND HEALTH, LLC was filed on 08/28/2006.

I further certify, that no other documents have been filed by such Limited Liability Company.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 05th day of September
two thousand and six.*

A handwritten signature in black ink, appearing to read "Daniel Shapiro".

Daniel Shapiro
Special Deputy Secretary of State

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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

August 28, 2006



A handwritten signature in black ink, appearing to be "D. J. ...", is written over the printed title.

Special Deputy Secretary of State

DOS-1286 (Rev. 11/05)

New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
41 State Street
Albany, NY 12231
www.dos.state.ny.us

K 060822000 258

(This form must be printed or typed in black ink)

ARTICLES OF ORGANIZATION OF

N21 Acquisition I LLC
(Insert name of Limited Liability Company)

Under Section 203 of the Limited Liability Company Law

FIRST: The name of the limited liability company is: N21 Acquisition I LLC

SECOND: The county within this state in which the office of the limited liability company is to be located is: Westchester

THIRD: The Secretary of State is designated as agent of the limited liability company upon whom process against it may be served. The address within or without this state to which the Secretary of State shall mail a copy of any process against the limited liability company served upon him or her is:

Attention Corporate Secretary, Nutrition 21, Inc.

4 Manhattanville Road

Purchase, NY 10577-2197

/s/ Benjamin Sporn
(signature of organizer)

Benjamin Sporn
(print or type name of organizer)

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ARTICLES OF ORGANIZATION
OF

N21 Acquisition I LLC
(Insert name of Limited Liability Company)

Under Section 203 of the Limited Liability Company Law

Filed by: Benjamin Sporn
(Name)
4 Manhattanville Road
(Mailing address)
Purchase, NY 10577-2197
(City, State and ZIP code)

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2006 AUG 22 PM 2:23

NOTE: • This form was prepared by the New York State Department of State for filing articles of organization for a domestic limited liability company. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that legal documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$200 filing fee made payable to the Department of State.

CUSTOMER REF. #
327340 CMT

FILED
2006 AUG 22 PM 3:09

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED AUG 22 2006
[Signature]

DOS-1336 (Rev. 3/03)

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