

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sweet Health Products Company, Inc.		11/09/2007	CORPORATION: PUERTO RICO
RECEIVING PARTY DATA			
Name:	Venrod Trading Company, Inc.		
Street Address:	Street 4 Building B, Mercado Central, Puerto Nuevo		
City:	San Juan		
State/Country:	PUERTO RICO		
Postal Code:	00922		
Entity Type:	CORPORATION: PUERTO RICO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2931286	ZERO	
CORRESPONDENCE DATA			
Fax Number:	(787)753-8402		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	MHernandez@mocpr.com		
Correspondent Name:	Miguel B. Hernandez		
Address Line 1:	P.O. Box 190998		
Address Line 4:	San Juan, PUERTO RICO 00919-0998		
NAME OF SUBMITTER:	Miguel B. Hernandez		
Signature:	/Miguel B. Hernandez/		
Date:	12/13/2007		

OP \$40.00 2931286

source=Trademark Assignment#page1.tif

source=Trademark Assignment#page2.tif

source=Sweet Health Products Company, Inc. Corporate Resolution#page1.tif

source=Sweet Health Products Company, Inc. Corporate Resolution#page2.tif

source=Venrod Trading Company, Inc. Corporate Resolution#page1.tif

source=Venrod Trading Company, Inc. Corporate Resolution#page2.tif

ASSIGNMENT OF REGISTERED TRADEMARK

Zero (Reg. No. 2931286)

WHEREAS, Sweet Health Products Company, Inc., a corporation organized under the laws of the Commonwealth of Puerto Rico, is the owner of the entire right, title and interest in and to the trademark, trademark registrations and applications of the trademark Zero, registration no. 2931286 which was registered with the United States Patent and Trademark Office, on March 8, 2005, together with the goodwill of the business associated with those trademark, trademark registrations and applications therefore; and

WHEREAS, VENROD TRADING COMPANY, INC., a corporation organized under the laws of the Commonwealth of Puerto Rico, desires to acquire those trademark, trademark registrations and applications therefore, together with the goodwill of the business associated with those trademark, trademark registrations and applications therefore;

NOW, THEREFORE, in consideration of the sum of \$1.00 paid by VENROD TRADING COMPANY, INC. to Sweet Health Products Company, Inc., the receipt and adequacy of which are hereby acknowledged by Sweet Health Products Company, Inc., Sweet Health Products Company, Inc. hereby transfers and assigns to VENROD TRADING COMPANY, INC. the entire right, title and interest in and to the trademark, trademark registrations and applications therefore, including (without limitation) all contract rights, warranties, rights to sue and recover for past and future infringements, claims and amounts payable there under and rights and other intangible related thereto, together with the goodwill of the business associated with those trademark, trademark registrations and applications therefore.

Sweet Health Products Company, Inc. further agrees that it shall on the date hereof and from time to time thereafter, at the request of VENROD TRADING COMPANY, INC., and at VENROD TRADING COMPANY, INC.'s expense perform or cause to be performed all such acts and execute, acknowledge and deliver all such documents and instruments as may be reasonably required to evidence or effectuate the transfer and assignment to of the above-referenced trademark, trademark registrations and applications therefore.

Sweet Health Products Company, Inc. hereby covenants that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment.

NOW, THEREFORE, to all who may concern:

BE IF KNOWN, that for and in consideration of the sum of One Dollar (\$1.00), the receipt of which is hereby acknowledged, Sweet Health Products Company, Inc. has sold, assigned, transferred and by these presents does sell, assign and transfer unto VENROD TRADING COMPANY, INC. the entire rights upon the Zero trademark (registry no. 2931286).

VENROD TRADING COMPANY, INC., represented by its Authorized Officer, being duly sworn, deposes and says that it is the assignee named in the foregoing statement, that it believes the foregoing statement is true and correct; that it believes Sweet Health Products Company, Inc. to be the present owner of the "Zero" trademark assigned; that no other person, firm, corporation or association, to the best of her knowledge and belief has the right to use such trademark in the Commonwealth of Puerto Rico; either in the identical form or in any such resemblance thereto as might be designated; that such trademark has been used and is to be used henceforth by VENROD TRADING COMPANY, INC. in commerce in the Commonwealth of Puerto Rico; that the trademark truly represents the name as actually used in commerce in the Commonwealth of Puerto Rico.

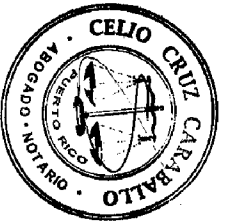
VENROD TRADING COMPANY, INC. SWEET HEALTH PRODUCTS
COMPANY, INC.


By: 
WALDEMAR V. RODRIGUEZ-SANTIAGO

By: 
WALDEMAR V. RODRIGUEZ-SANTIAGO

Affidavit No.: -89-

Sworn and subscribed to before me by Waldemar Ventura Rodriguez-Santiago, of legal age, married, engaged in business and a resident of San Juan, Puerto Rico in his capacity as Authorized Officer of Venrod Trading Company, Inc. and Sweet Health Products Co., Inc., whom I know personally, at San Juan, Puerto Rico, this 9th day of November, 2007.




Notary Public

CERTIFICATE OF CORPORATE RESOLUTION

The undersigned Secretary of **SWEET HEALTH PRODUCTS COMPANY, INC.** (the "**Corporation**"), a corporation organized under the laws of the Commonwealth of Puerto Rico, does hereby certify as follows:

1. That the Board of Directors of the Corporation, in a duly held meeting adopted the following resolutions:

RESOLVED, that Waldemar Ventura Rodríguez Santiago (the "**Authorized Officer**"), as President of the Corporation, be and is hereby authorized and empowered on behalf of the Corporation to:

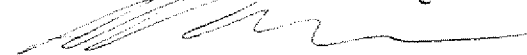
(a) Sell, assign and transfer to Venrod Trading Company, Inc. the entire rights upon the Zero trademark, registry no. 2931286, and execute the Assignment of Registered Trademark, under such terms as the Authorized Officer deems proper and convenient;

(b) Do all things that he deems convenient, necessary, proper, or required to be done at any time in order to carry out the Corporation's business and affairs, including, without limitation: (i) the power to buy, sell, mortgage, hypothecate, encumber, assign, exchange, and/or receive in payment all types of property, whether personal or real; (ii) the power to obtain loans and enter into financings for the benefit of the Corporation under any agreements and conditions that in his discretion he deems proper and adequate, and the power to secure any such loans and financings with any personal and/or real property of the Corporation, whether within the Commonwealth or abroad; (iii) the power to conduct any and all banking transactions in the Corporation's name and stead; and (iv) the power to represent the Corporation in any judicial or administrative processes or procedures, including bankruptcy proceedings, and the power to appear on the Corporation's behalf before any governmental office, bureau, or agency of any kind.

2. That the above resolutions have not in any way been modified, repealed or rescinded and that they are in full force and effect.

3. That the following is the true name and specimen signature of the Authorized Officer:

Name: Waldemar Ventura Rodríguez Santiago




Title: President

Signature

WITNESS my hand and seal of the Corporation this 30th day of November 2007.

[CORPORATE SEAL]
INC.

SWEET HEALTH PRODUCTS COMPANY,

By: 
Margarita Eugenia Soroeta Kodesh
Secretary

Affidavit Number 3254

Acknowledged and subscribed to before me by Margarita Eugenia Soroeta Kodesh, of legal age, married, an executive, and a resident of San Juan, Puerto Rico, in her capacity as Secretary of **SWEET HEALTH PRODUCTS COMPANY, INC.**, whom I personally know, in San Juan, Puerto Rico, this 30th day of November 2007.




NOTARY PUBLIC

CERTIFICATE OF CORPORATE RESOLUTION

The undersigned Secretary of **VENROD TRADING COMPANY, INC.** (the "**Corporation**"), a corporation organized under the laws of the Commonwealth of Puerto Rico, does hereby certify as follows:

1. That the Board of Directors of the Corporation, in a duly held meeting adopted the following resolutions:

RESOLVED, that Waldemar Ventura Rodríguez Santiago (the "**Authorized Officer**"), as President of the Corporation, be and is hereby authorized and empowered on behalf of the Corporation to:

(a) Obtain from Banco Popular de Puerto Rico: (i) a certain revolving loan in the maximum aggregate principal amount of up to \$2,500,000 under such terms as the Authorized Officer deems proper and convenient, and (ii) a certain term loan in the principal amount of \$1,800,000 under such terms as the Authorized Officer deems proper and convenient;

(b) Execute any and all documents and instruments which may be necessary or required in connection with the loan transaction described above, as determined by the Authorized Officer, in his sole discretion, including, without limitation, any and all other documents, instruments, agreements, contracts, notes, guaranties, and public deeds;

(c) Do all things that he deems convenient, necessary, proper, or required to be done at any time in order to carry out the Corporation's business and affairs, including, without limitation: (i) the power to buy, sell, mortgage, hypothecate, encumber, assign, exchange, and/or receive in payment all types of property, whether personal or real; (ii) the power to obtain loans and enter into financings for the benefit of the Corporation under any agreements and conditions that in his discretion he deems proper and adequate, and the power to secure any such loans and financings with any personal and/or real property of the Corporation, whether within the Commonwealth or abroad; (iii) the power to conduct any and all banking transactions in the Corporation's name and stead; and (iv) the power to represent the Corporation in any judicial or administrative processes or procedures, including bankruptcy proceedings, and the power to appear on the Corporation's behalf before any governmental office, bureau, or agency of any kind.

(d) Acquire for the Corporation the entire rights upon the Zero trademark, registry no. 2931286, and execute the

Assignment of Registered Trademark, under such terms as the Authorized Officer deems proper and convenient.

2. That the above resolutions have not in any way been modified, repealed or rescinded and that they are in full force and effect.

3. That the following is the true name and specimen signature of the Authorized Officer:

Name: Waldemar Ventura Rodriguez Santiago




Title: President

WITNESS my hand and seal of the Corporation this 30th day of November 2007.

[CORPORATE SEAL]



VENROD TRADING COMPANY, INC.

By: 
Margarita Eugenia Soroeta Kodesh
Secretary

Affidavit Number 3,255

Acknowledged and subscribed to before me by Margarita Eugenia Soroeta Kodesh, of legal age, married, an executive, and a resident of San Juan, Puerto Rico, in her capacity as Secretary of **VENROD TRADING COMPANY, INC.**, whom I personally know, in San Juan, Puerto Rico, this 30th day of November 2007.




NOTARY PUBLIC