

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Please change owner name from Nutri Asia, Inc. to Nutri-Asia, Inc. (with hyphen) previously recorded on Reel 004159 Frame 0809. Assignor(s) hereby confirms the merger.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UFC PHILIPPINES, INC.		01/14/2009	CORPORATION: PHILIPPINES

RECEIVING PARTY DATA

Name:	Nutri-Asia, Inc.
Street Address:	JULIA VARGAS AVENUE, ORTIGAS CENTER
Internal Address:	12TH FLOOR, CENTERPOINT BUILDING
City:	PASIG CITY, METRO MANILLA
State/Country:	PHILIPPINES
Postal Code:	1600
Entity Type:	CORPORATION: PHILIPPINES

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	77626720	UFC
Registration Number:	3730682	UFC

CORRESPONDENCE DATA

Fax Number: (713)456-2836
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 713-571-3400
 Email: trademark@novakdruce.com
 Correspondent Name: Jeffrey J. Morgan
 Address Line 1: 1000 Louisiana Street, 53rd Floor
 Address Line 4: Houston, TEXAS 77002

ATTORNEY DOCKET NUMBER: 19744.004

DOMESTIC REPRESENTATIVE

900176977

**TRADEMARK
 REEL: 004411 FRAME: 0602**

OP \$65.00 77626720

Name: KATHERINE M. BASILE
Address Line 1: 555 MISSION STREET, 34TH FLOOR
Address Line 4: SAN FRANCISCO, CALIFORNIA 94105

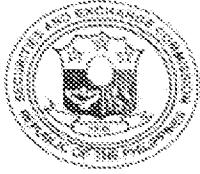
NAME OF SUBMITTER: Jeffrey Morgan

Signature: /jeffrey morgan/

Date: 11/09/2010

Total Attachments: 11

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REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, Metro Manila

DEPARTMENT OF TRADE & INDUSTRY
 OFFICE OF THE SECRETARY
 MARIANO L. CELIS II
 Director

13 FEB 2009

CERTIFICATE OF FILING OF THE
 ARTICLES AND PLAN OF MERGER

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Articles and Plan of Merger executed on January 14, 2009 by and between:

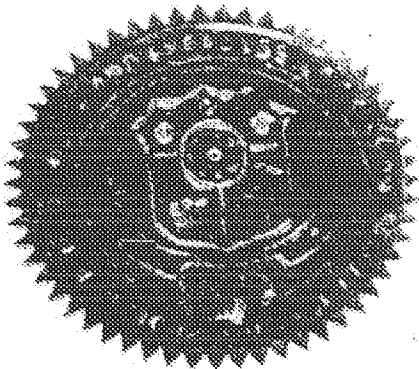
NUTRI-ASIA, INC.
 (Surviving Corporation)

and

UFC PHILIPPINES, INC.
 (Absorbed Corporation)

copy annexed, approved by a majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock of constituent corporations on October 10, 2008 signed by the Presidents, certified by their respective Corporate Secretary, whereby the entire assets and liabilities of UFC PHILIPPINES, INC. will be transferred to and absorbed by NUTRI-ASIA, INC. was approved by this Office on this date pursuant to the provisions of Sections 76 to 80 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and attached to the other papers pertaining to said corporations.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 13th day of February, Two Thousand Nine.

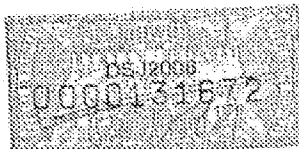


Benito A. Cataran

BENITO A. CATARAN

Director

Company Registration and Monitoring Department





REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
 SEC Building, EDSA, Greenhills
 City of Mandaluyong, Metro Manila

DEPARTMENT OF TRADE AND
 INDUSTRY
 RECEIVED
 MARIANO L. CELIS II
 Director
 13 FEB 2009

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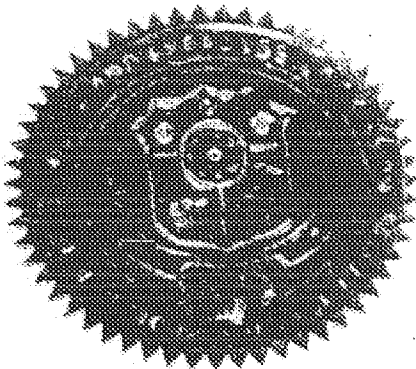
NUTRI-ASIA, INC.
 (Surviving Corporation)

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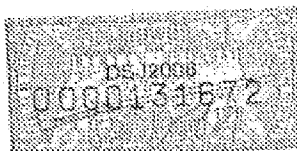
IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 13th day of February, Two Thousand Nine.



Benito A. Cataran

BENITO A. CATARAN
 Director

Company Registration and Monitoring Department



COVER SHEET

13 FEB 2000

A 1 9 9 5 2 3 1 9
 S.E.C. Registration Number

N U T R I - A S I A , I N C .

(Company's Full Name)

1 2 / F C o n t e r p o i n t B l d g . J . V a r o a s
 A v e . c o r n . G a r n e t . S t . O r t h o a s
 (Business Address : No. Street City / Town / Province)

Atty. Mariano L. Celis II
 Contact Person

631-8621
 Company Telephone Number

1 2 / 3
 Month Day
 Fiscal Year

Plan of Merger
 FORM TYPE

1st Wed of Sept
 Month Day
 Annual Meeting

Secondary License Type, if Applicable

Dept. Requiring this Doc.

Amended Articles Number/Section

Total No. of Stockholders

Total Amount of Borrowings
 Domestic Foreign

To be accomplished by SEC Personnel concerned

File Number

LCU

Document I.D.

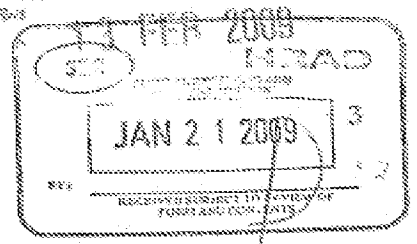
Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

RECEIVED COPY OF
MARIANO CELIS II

ARTICLES OF MERGER
OF
NUTRI-ASIA, INC.
and
UFC PHILIPPINES, INC.



KNOW ALL MEN BY THESE PRESENTS:

Pursuant to the provisions of Section 78 of the Corporation Code of the Philippines (hereinafter referred to as the "Corporation Code"), the undersigned corporations have each adopted and hereby executed the following Articles of Merger for the purpose of Merging UFC Philippines, Inc. into Nutri-Asia, Inc. ("Constituent Corporations").

1. Plan and Agreement of Merger

The Plan of Merger which is attached hereto as Annex "A" was approved by the affirmative vote of the stockholders owning or representing at least seventy five percent (75%) of the outstanding capital stock of the Constituent Corporations at separate meetings held on October 10, 2008, duly called for the purpose in accordance with and in manner prescribed in Sections 76 to 77 of the Corporation Code.

NO TRAYS & COVERS TO BE ON FILE
MARLANO L. CELIS II
13 FEB 2009

2. Total Number of Outstanding Shares

a. The total number of outstanding shares of each of the Constituent Corporations are:

<u>Name of Corporation</u>	<u>Total Outstanding Shares</u>	<u>Par Value Per Share</u>
Nutri-Asia, Inc.	6,300,000	P 10
UFC Philippines, Inc.	100,000	P 100

b. The number of outstanding shares of the Constituent Corporations voting in favor of the Merger in the special meetings of stockholders duly called for the purpose are:

<u>Name of Corporation</u>	<u>Total Outstanding Shares</u>	<u>Par Value Per Share</u>
Nutri-Asia, Inc.	6,300,000	P 10
UFC Philippines, Inc.	100,000	P 100

c. None of the outstanding shares of the Constituent Corporations voted against the Merger.

UNRECORDED COPY ON FILED
MARIANO L. CELIS II
Asst. Corporate Secretary
19 FEB 2009

IN WITNESS WHEREOF, the duly authorized representatives of the Constituent Corporations have executed these Articles of Merger this _____ day of _____ in Pasig City, Philippines.

NUTRI-ASIA, INC.

By:

EMMANUEL RAMON C. LORENZANA
President

MARIANO L. CELIS II
Asst. Corporate Secretary

UFC PHILIPPINES, INC.

By

EMMANUEL RAMON C. LORENZANA
President

MARIANO L. CELIS II
Acting Corporate Secretary

Signed in the Presence of:

13 FEB 2009

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
) S.S.
 QUEZON CITY

On this ____ day of 14 JAN 2009, 2007, in QUEZON CITY Philippines, personally appeared before me, a Notary Public for and the City of _____, Philippines the following:

A

<u>Name</u>	<u>Comm. Tax Cert. No.</u>	<u>Place/Date Issued</u>
Emmanuel Ramon C. Lorenzana	TIN No. 101-777-042	
Mariano L. Celis II	01581107 TIN No. 117-000-352	06-05-2008/Pasig City

both known to me and to me known to be the same persons who executed the foregoing Articles of Merger and they acknowledged to me that the same is their free and voluntary act and deed and the free and voluntary act of the Corporations represented therein.

WITNESS MY HAND AND SEAL on the date and at the place first above written.

Doc. No. 192
Page No. 27
Book No. 11
Series of 2008

ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2009
PTR No. 0806389-1/05/09 O. C.
IBP No. 688766 ROLL No. 25103

MLCAED/retrieve/melleny/articles/merger-nutrizia-etc/philis

PLAN OF MERGER 13 FEB 2009

KNOW ALL MEN BY THESE PRESENTS:

This Plan of Merger to be implemented by and between:

NUTRI ASIA, INC., a corporation organized and existing by virtue of Philippine laws, having its principal office at 12th Floor, Centerpoint Building, J. Vargas Avenue corner Garnet Street, Ortigas Center, Pasig City, duly represented by its **President, Emmanuel Ramon C. Lorenzana**, hereinafter referred to as **NAI**;

and

UFC PHILIPPINES, INC., a corporation organized and existing by virtue of Philippine laws, having its principal office at 12th Floor, Centerpoint Building, J. Vargas Avenue corner Garnet Street, Ortigas Center, Pasig City, duly represented by its **VP - Treas Genaro D. Reyes**, hereinafter referred to as **UFC**.

RECITALS

WHEREAS, **NAI** is a corporation duly registered with the Securities and Exchange Commission (SEC), and has an authorized capital stock of One Hundred Million Pesos (P100,000,000.00) divided into Ten Million (10,000,000) shares with a par value of Ten Pesos (P10.00) per share. The total capital stock issued and outstanding of **NAI** amounts to Sixty Three Million Pesos (P63,000,000.00).

WHEREAS, **UFC** is a corporation duly registered with the SEC, 100% of the outstanding capital of which is owned by **NAI**. **UFC** has an authorized capital stock of Ten Million Pesos (P10,000,000.00) divided into One Hundred Thousand (100,000) shares with a par value of One Hundred Pesos (P100.00) per share, all of which have been issued and outstanding.

WHEREAS, a merger between **NAI** and the **UFC**, with **NAI** as the surviving corporation, is desirable and advantageous to **NAI** and the **UFC** and their respective shareholders for the following business reasons:

1. The integration of the administrative facilities of the constituent corporations will result in economies of scale and efficiency of operations;
2. The consolidation of the assets of the constituent corporations will allow the procurement of financing and credit facilities under more favorable terms; and

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PASS
MARIANO L. CELIS II
13 FEB 2009

- 3. The merger will make possible the more productive use of the properties of the constituent corporations.

WHEREAS, the Parties desire to merge pursuant to Sections 76 to 80 of Batas Pambansa Big. 68, otherwise known as the "Corporation Code of the Philippines".

For the reasons set forth above, and in consideration of the mutual covenants and premises hereto, the merger between NAI and UFC has been approved by the respective Board of Directors of the constituent corporations and their respective stockholders, pursuant to the provisions of Sections 76 to 80 of the Corporation Code of the Philippines.

The terms and conditions of such merger and the method of carrying it into effect are prescribed hereunder:

TERMS OF THE MERGER

1. On January 1, 2009 or upon approval by the SEC of the Parties' Articles of Merger and its issuance of the Certificate of Filing of the Articles of Merger whichever comes later (Effective Merger Date) and the issuance by the Bureau of Internal Revenue (BIR) of a ruling that the merger complies with Section 40 (C) (2) of the National Internal Revenue Code of 1997, UFC shall be merged into NAI, which shall be the surviving corporation.

2. Upon the Effective Merger Date, all the rights, business, assets and other properties of UFC including, but not limited to, all real and personal properties, contractual rights, licenses, privileges, property rights, claims, bank deposits, stocks, accounts receivables, credit lines, supplies, equipment, motor vehicles and such other assets as shown in the audited balance sheet of UFC as of September 30, 2008, shall be conveyed, assigned and transferred to NAI.

It is understood, furthermore, that whatever assets that may not have been reflected in the said balance sheet of UFC as of September 30, 2008, or may have been omitted therefrom for any reason whatsoever, as well as, all other assets which may come into its possession or to which it may be entitled after the aforesaid date and until the approval of the merger by the SEC shall be deemed included in the conveyance, assignment and transfer. All transactions, gains, losses of UFC after September 30, 2008 and before the Effective Merger Date, shall already be for the account of NAI.

3. Upon the Effective Merger Date, NAI shall be the surviving corporation and its corporate existence shall continue. NAI shall become the owner of all the rights, assets, privileges and other properties of UFC and shall assume all the debts and liabilities of UFC reflected in the audited balance sheet as of September 30, 2008 in the same manner as though NAI itself incurred such liabilities and obligations and any such claim or action or proceeding against UFC shall be prosecuted by or against NAI; Provided, however, that NAI may avail of all the defenses, rights, privileges, set-offs and counterclaims which UFC may have under the premises.

- 4. Upon the Effective Merger Date:
 - a. NAI shall be deemed to have acquired all the assets and assumed all the liabilities of UFC. UFC shall confirm the conveyance of such assets to NAI as of the Effective Merger Date.

MARIANO L. CELIS II

SEC. Registrar & Secretary

13 FEB 2009

- b. The assets will be transferred at the net asset value of UFC as determined on the basis of the audited financial statements as of September 30, 2008.
- c. It is understood, however, that the above valuation and exchange shall be subject to whatever adjustments the SEC may make in order that it will approve the merger. Should this happen, the Parties shall execute such documents and do all acts as may be necessary to implement such adjustments.
- 5. For purposes of the merger, NAI shall no longer issue shares to itself, being the 100% shareholder of UFC.
- 6. The basis of the assets and properties transferred pursuant to this Plan of Merger shall be, in the hands of NAI, the same as it would have been in the hands of UFC.
- 7. UFC and its proper officers shall, from time to time, execute such documents and do such other or further acts, and take or cause to be taken such actions as may be necessary, to fully effect the merger, or which NAI may deem reasonably necessary or desirable in order to vest in and confirm to NAI title to and possession of the rights, privileges, property, assets and business of UFC, and otherwise carry out the full intent and purposes of the merger.
- 8. The Parties shall immediately take all necessary corporate acts to implement their merger, and shall cooperate with each other in obtaining all necessary regulatory filing, consents and approvals, as well as, in complying with all applicable regulatory rules and regulations.

IN WITNESS WHEREOF, this Plan of Merger has been signed by the respective representatives of NAI and the Absorbed Companies on this JAN 14 2009 at MANILA CITY, Philippines.

NUTRI ASIA, INC.

UFC PHILIPPINES, INC.

By:

By:

EMMANUEL RAMON C. LORENZANA
President

GENARO D. REYES
VP-Treasurer

RECEIVED... MARIANO L. CELIS II
Notary Public

13 FEB 2009

SIGNED IN THE PRESENCE OF:

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)

QUEZON CITY) S.S.

QUEZON CITY

BEFORE ME, a Notary Public for and in _____ this day of _____ personally appeared the following:

14 JAN 2009

Name Identification Document

Emmanuel Ramon C. Lorenzana Tax Identification No. 101-777-042

Genaro D. Reyes Tax Identification No. 131-020-062

all known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledged to me that the same is their own free and voluntary acts and deeds as well as that of the corporation therein represented.

This instrument consisting of four (4) pages including this page wherein this acknowledgment clause is written refers to a Plan of Merger signed by the parties and their instrumental witnesses on each and every page thereof.

WITNESS MY HAND AND SEAL on the date and at the place first above written.

ATTY. JOEL G. GORDOLA
NOTARY PUBLIC
UNTIL DECEMBER 31, 2009
PTR No. 0906362-4705/09 Q. C.
IBP No. 036768 ROLL No. 25103

Doc. No. 193
Page No. 39
Book No. 15
Series of 2009.

AGENCIAS DE SERVICIOS PUBLICOS - MERGER INSTRUMENTS OF PHILIPPINES

Handwritten signatures