

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/11/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Metagenics, Inc.		04/25/2006	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Metagenics, Inc.
Street Address:	100 Avenida La Pata
City:	San Clemente
State/Country:	CALIFORNIA
Postal Code:	92673
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 157**

Property Type	Number	Word Mark
Serial Number:	76407599	ACTIFOLATE
Serial Number:	76449727	ACTIVCOAT
Serial Number:	75502805	ADRENOGEN
Serial Number:	76371061	ADRESET
Serial Number:	76432478	ADVACLEAR
Serial Number:	76471731	ALAPARS
Serial Number:	76554759	AMYLOSTAR
Serial Number:	75475398	ANDROGRAPHIS PLUS
Serial Number:	78354947	BIFOVIDEN ID
Serial Number:	75714973	BIOPURE PROTEIN
Serial Number:	76302941	BIOSOM
Serial Number:	75754844	BLACK COHOSH PLUS
Serial Number:	75470960	BONE BUILDER

CH \$3940.00 76407599

Serial Number:	78582665	BONE BUILDER
Serial Number:	78833294	BXESSENTIALS
Serial Number:	73703300	CAL APATITE
Serial Number:	75754845	CAL APATITE PLUS
Serial Number:	76313588	CAL MATRIX
Serial Number:	75907613	CANDIBACTIN-AR
Serial Number:	75903629	CANDIBACTIN-BR
Serial Number:	74406984	CARBOPLEX
Serial Number:	76357565	CARDIOGENICS
Serial Number:	76298745	CELAPRO
Serial Number:	76279289	CENITOL
Serial Number:	76269699	CERALIN
Serial Number:	75591141	CHASTEBERRY PLUS
Serial Number:	76357864	CHOLAREST
Serial Number:	76297567	CHONDROCARE
Serial Number:	74325884	COLLAGENICS
Serial Number:	75638959	COQ-10 ST
Serial Number:	76349910	CORTICO-B5B6
Serial Number:	75045418	
Serial Number:	76320459	ENDEFEN
Serial Number:	75245553	ENDURA
Serial Number:	74649024	ENDURA
Serial Number:	74037714	ENDURA
Serial Number:	74199862	ENDURA
Serial Number:	76312659	ENDURABOLIC
Serial Number:	74608074	ENERGENICS
Serial Number:	76029694	EPA-DHA COMPLEX
Serial Number:	75937623	EPA-DHA EXTRA STRENGTH
Serial Number:	75840666	ESSENTIAL DEFENSE
Serial Number:	78401237	ESTRIUM
Serial Number:	76376566	ESTRO FACTORS
Serial Number:	74503119	ETHICAL NUTRIENTS
Serial Number:	75591146	EXHILARIN
Serial Number:	76459253	EXPRESSYN
Serial Number:	76491778	EXPRESSYN

Serial Number:	75848784	EZ FLEX
Serial Number:	75322699	FEM ESSENTIALS
Serial Number:	75337036	FEM ESTRO
Serial Number:	75344356	FEM ESTRO HP
Serial Number:	75325924	FEM ESTROPLEX
Serial Number:	75328201	FEM PRENATAL
Serial Number:	75541544	FENUGREEK PLUS
Serial Number:	75714975	FIBROPLEX
Serial Number:	76433454	FIRST LINE THERAPY
Serial Number:	78637328	FIRST START
Serial Number:	76375154	FOLAPRO
Serial Number:	76193520	4R
Serial Number:	78433333	FUNCTIONAL MEDICINE RESEARCH CENTER
Serial Number:	75045424	GENETIC POTENTIAL THROUGH NUTRITION
Serial Number:	76085204	GLA FORTE
Serial Number:	76357566	GLUCO-FACTORS
Serial Number:	75907611	GLUTAGENICS
Serial Number:	76353599	GLYCOGENICS
Serial Number:	78268214	GUARD'N BAR
Serial Number:	76320460	HEMAGENICS
Serial Number:	76348036	HEPATAPLEX
Serial Number:	75273551	HERBULK
Serial Number:	78409012	SCIENTIFICALLY TESTED IDENTITY-CERTIFIED STRAINS ID
Serial Number:	75693681	INFLAVONOID
Serial Number:	75541562	INFLAVONOID INTENSIVE CARE
Serial Number:	76462389	INTESOL
Serial Number:	78272882	JOINT FOCUS
Serial Number:	76490077	KAPREX
Serial Number:	78354956	LACTOVIDEN
Serial Number:	75541564	LICORICE PLUS
Serial Number:	76296932	LIPOTAIN
Serial Number:	76490078	LUDUXIN
Serial Number:	74276998	MAXI DOPHILUS
Serial Number:	75607223	MAXIGEST
Serial Number:	75405125	METABOTANICA

Serial Number:	76080758	METABOTANICA METHOD
Serial Number:	76368450	METAEHEALTH
Serial Number:	76368680	META-EHEALTH.COM
Serial Number:	76359025	META FIBER
Serial Number:	75083349	METAGENICS GENETIC POTENTIAL THROUGH NUTRITION
Serial Number:	74276999	METAGENICS
Serial Number:	78272071	METAGENICS
Serial Number:	75714275	METAGEST
Serial Number:	76296600	META I 3 C
Serial Number:	76357564	META LIPOATE
Serial Number:	76975674	METAPROTEOMICS
Serial Number:	75186976	METAZYME
Serial Number:	76080757	
Serial Number:	76357299	MITOCHONDRIAL RESUSCITATE
Serial Number:	75691281	MULTIGENICS
Serial Number:	74276995	MYCEL
Serial Number:	73457753	MYCELIZED
Serial Number:	76308957	MYCOFERON
Serial Number:	78577836	MYCOTAKI
Serial Number:	75870732	MYOCALM
Serial Number:	75870734	MYOCALM P.M.
Serial Number:	76269785	NEUROSOL
Serial Number:	75591139	THE NUTRITION MASTERS COURSE
Serial Number:	76336575	OSTEO-GENICS
Serial Number:	75772959	OXYGENICS
Serial Number:	74708833	PAREX
Serial Number:	74665711	PERFECT PROTEIN
Serial Number:	75541543	PERFECT SOY
Serial Number:	76465390	PERIMINE
Serial Number:	75577566	PHARMASOY
Serial Number:	75237514	PHYTO COMPLETE
Serial Number:	74630879	PROBIOPLEX
Serial Number:	74690022	PROBIO-PROTEIN
Serial Number:	74689679	PROBIO-SACCHARIDE
Serial Number:	78503966	PROTEIN FUSION

Serial Number:	78310909	PROTRYPSIN
Serial Number:	78439683	PURITY CERTIFIED THIRD PARTY ASSAYED P
Serial Number:	78278622	SELESTRO
Serial Number:	75756630	SERENAGEN
Serial Number:	75835677	SINUPLEX
Serial Number:	78405139	SOMNOLIN
Serial Number:	75548134	SPECTRASOY
Serial Number:	75104326	SPECTRAZYME
Serial Number:	75541556	STRESS RESCUE
Serial Number:	75743274	SUPERGARLIC 6000
Serial Number:	78405152	TESTRALIN
Serial Number:	76357298	THYROSOL
Serial Number:	75835676	TRAN-Q
Serial Number:	75397476	TRIBULUS SYNERGY
Serial Number:	76357221	ULCINEX
Serial Number:	73820434	ULTRABALANCE
Serial Number:	74024453	ULTRABALANCE
Serial Number:	78464112	ULTRA FLORA IB
Serial Number:	78447540	VASOTENSIN
Serial Number:	78288540	ZINLORI 75
Serial Number:	76553169	WELLNESS ESSENTIALS
Serial Number:	76503599	UNLOCKING THE SECRETS OF GENETIC POTENTIAL THROUGH NUTRITION
Serial Number:	76437968	ULTRACLEAR MACRO
Serial Number:	75943486	ULTRAGLYCEMX
Serial Number:	75937622	ULTRA PAREX
Serial Number:	75933824	ULTRAINFLAMX
Serial Number:	75907612	ULTRA CLA
Serial Number:	75756632	VENAPLEX
Serial Number:	75756631	VESSEL CARE
Serial Number:	75436582	ULTRACLEAR PLUS
Serial Number:	75006521	ULTRACARE FOR KIDS
Serial Number:	74665710	UNIPRO'S PERFECT PROTEIN
Serial Number:	74626829	ULTRA FLORA PLUS
Serial Number:	74503118	UNIPRO

Serial Number:	74349296	ULTRACLEAR SUSTAIN
Serial Number:	74276996	UNIPRO
Serial Number:	74255798	ULTRAMEAL
Serial Number:	74139223	ULTRACLEAR
Serial Number:	73517636	ULTRA DOPHILUS

**CORRESPONDENCE DATA**

Fax Number: (949)851-9348  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 9498510633  
Email: ocipdocketing@mwe.com  
Correspondent Name: Lynne Boisineau, McDermott Will & Emery  
Address Line 1: 18191 Von Karman, Suite 500  
Address Line 4: Irvine, CALIFORNIA 92612

ATTORNEY DOCKET NUMBER:	062114-0010
NAME OF SUBMITTER:	Lynne M.J. Boisineau
Signature:	/lynne m.j. boisineau/
Date:	02/14/2011

Total Attachments: 3  
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CERTIFICATE OF OWNERSHIP  
AND MERGER  
RE MERGER OF  
METAGENICS, INC., A CALIFORNIA CORPORATION  
INTO  
METAGENICS, INC., A DELAWARE CORPORATION

Jeffrey J. Katke and Paul E. Konney certify that:

FIRST: They are the Chairman and Chief Executive Officer and the Secretary, respectively, of Metagenics, Inc., a California corporation (the "Disappearing Corporation").

SECOND: The Disappearing Corporation owns all of the outstanding shares of each class of stock of Metagenics, Inc., a Delaware corporation (the "Surviving Corporation").

THIRD: The Board of Directors of the Disappearing Corporation duly adopted the following resolutions, pursuant to which "Corporation" was defined as Metagenics, Inc., a California corporation and "Surviving Corporation" was defined as Metagenics, Inc., a Delaware corporation:

WHEREAS, the Board has determined that it is in the best interests of the Corporation and its shareholders for the Corporation to reincorporate as a Delaware corporation and to effect such reincorporation by merger (the "Merger") of the Corporation with and into Metagenics Delaware (the "Surviving Corporation"), with the Surviving Corporation being the surviving entity in such Merger and such Merger being effective prior to the consummation of the initial public offering of the Corporation's Common Stock;

NOW, THEREFORE, BE IT RESOLVED, that the Merger is hereby approved substantially upon the following principle terms:

- A. The Corporation will merge with and into the Surviving Corporation and the separate existence of the Corporation will cease. The Surviving Corporation's Certificate of Incorporation will not be affected by the Merger and from and after the effectiveness of the Merger, the directors and officers of the Surviving Corporation will continue to be the directors and officers of the Surviving Corporation.
- B. Prior to the effectiveness of the Merger, the Surviving Corporation will be registered and qualified to do business in the State of California.
- C. Subject to all the restrictions and duties of the Corporation and any requirements of law, upon the effectiveness of the Merger, the Corporation's property, rights, privileges, powers and franchises, and all debts due to the Corporation and each and every other interest of the Corporation shall be vested in and devolved upon the Surviving Corporation without further act or deed.

D. Upon the effectiveness of the Merger, all the rights of creditors and all liens upon any property of the Corporation will be preserved unimpaired, and all debts, liabilities and duties of the Corporation shall be assumed by, and attach to, the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

E. Upon the effectiveness of the Merger, (1) each holder of one or more shares of Common Stock, no par value, of the Corporation ("Corporation Common Stock") will receive .40 shares of Common Stock, \$0.001 par value, of the Surviving Corporation ("Surviving Corporation Common Stock") in exchange for each share of Corporation Common Stock then currently held by such holder, rounded up or down to the nearest whole share and (2) each holder of one or more shares of Series A Preferred Stock, no par value, of the Corporation ("Corporation Preferred Stock") will receive one (1) share of Series A Preferred Stock, \$0.001 par value, of the Surviving Corporation in exchange for each share of Corporation Preferred Stock then currently held by such holder, rounded up or down to the nearest whole share. On the effective date of the Merger, all issued and outstanding shares of the capital stock of the Corporation, by virtue of the Merger and without any action on the part of any holder thereof, will no longer be outstanding and shall at such time be cancelled, be retired and cease to exist.

F. Upon the effectiveness of the Merger, each share of capital stock of the Surviving Corporation that was issued and outstanding immediately prior to the Merger will no longer be outstanding and will at such time be cancelled and retired and will cease to exist, without payment of any consideration therefor.

G. Upon the effectiveness of the Merger, each option to acquire one (1) share of Corporation Common Stock that was outstanding immediately prior to the effectiveness of the Merger will be converted into an option to acquire .40 shares of Surviving Corporation Common Stock (the foregoing resolutions set forth in paragraphs (A) – (G), collectively, the "Merger Resolution").

FOURTH: As required by Section 253(a) of the Delaware General Corporation Law, the merger of the Disappearing Corporation into the Surviving Corporation as described in the Merger Resolution has been adopted, approved, certified, executed and acknowledged by the Disappearing Corporation in accordance with the laws of the State of California.

FIFTH: The Surviving Corporation survives the merger and being qualified in the State of California, may be served with process in the State of California in any proceeding for enforcement of any obligation of the Surviving Corporation as well as for enforcement of any obligation of the Surviving Corporation arising from the merger, and it does hereby appoint [CT Corporation] as its agent to accept service of process in any such suit or other proceeding.

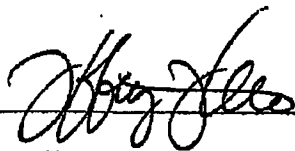
SIXTH: The Merger shall be effective on May 11, 2006.

[Signature Page Follows]



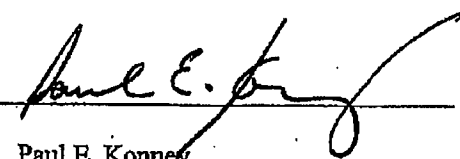
We further declare under penalty of perjury under the laws of the State of Delaware that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: April 25, 2006

By:  \_\_\_\_\_

Name: Jeffrey J. Katke

Title: Chairman and Chief Executive Officer

By:  \_\_\_\_\_

Name: Paul E. Konney

Title: Secretary