

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
Winchester, Inc.		01/27/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bio-Engineered Supplements & Nutrition, Inc.
Street Address:	1603 Orrington Avenue, Suite 1000
City:	Evanston
State/Country:	ILLINOIS
Postal Code:	60201
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 46

Property Type	Number	Word Mark
Registration Number:	3332655	ATRO-PHEX
Registration Number:	3530674	AVPT
Registration Number:	3855341	BODY & STYLE
Registration Number:	3653074	BSN
Registration Number:	3478948	BSN
Registration Number:	3227620	BSN FINISH FIRST.
Registration Number:	3218029	CELLMASS
Registration Number:	3222670	ENDORUSH
Registration Number:	3222684	ENERGIZE YOUR CORE
Registration Number:	3477710	ENERGY & PERFORMANCE RUSH
Registration Number:	3222682	FINISH FIRST
Registration Number:	3222696	LIVE FOR THE PUMP!
Registration Number:	3222669	NITRIX
Registration Number:	3617396	N-TRAINING

CH \$1165.00 3332655

Registration Number:	3819697	ONCE YOU TRAIN WITH IT, YOU WILL NEVER EVOLVE WITHOUT IT!
Registration Number:	3324295	ONCE YOU TRY IT, YOU WILL NEVER TRAIN WITHOUT IT!
Registration Number:	3364213	(R) (P) (M) (W) (N)
Registration Number:	3442817	THE ELITE PHYSIQUE STACK
Registration Number:	3442815	THE FIT STACK
Registration Number:	3354666	THE MASS STACK
Registration Number:	3404256	TRAIN LIKE A FREAK
Registration Number:	3222673	TRUE-MASS
Registration Number:	3577778	VOLUMAIZE
Registration Number:	3479325	WALL OF RED
Registration Number:	3819698	WHERE MASS AND EVOLUTION BEGIN!
Registration Number:	3704626	X-PLODE
Registration Number:	3576909	YOUR ULTIMATE PHYSIQUE & PERFORMANCE GATEWAY
Registration Number:	3887255	EPOZINE-O2
Registration Number:	3885154	THE MASS STACK
Serial Number:	85084745	ANASTIMINOL
Serial Number:	85084766	ANASTIMUNOL
Serial Number:	77891787	BETALIN NT
Serial Number:	85011652	
Serial Number:	85138874	BSN SUPPLEMENT PYRAMID
Serial Number:	77914602	ENDO BURN
Serial Number:	77968751	ENDOVEX
Serial Number:	77744835	EPOZINE-O2
Serial Number:	85011605	
Serial Number:	77147190	MYBSN
Serial Number:	77147357	MYBSN
Serial Number:	77733692	N.O.-XPT2
Serial Number:	77574061	N-GAME
Serial Number:	77501617	PERFORMAIZE
Serial Number:	77686162	PERFORMANEX12
Serial Number:	77501624	PERFORMAZE
Serial Number:	85175541	STRENGTH FOR THE JOURNEY

CORRESPONDENCE DATA

TRADEMARK
REEL: 004479 FRAME: 0469

Fax Number: (612)977-8650
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 6129778795
Email: ip@briggs.com
Correspondent Name: Daniel A. Rosenberg
Address Line 1: 80 South Eighth Street
Address Line 2: 2200 IDS Center
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	34001.17
NAME OF SUBMITTER:	Daniel A. Rosenberg
Signature:	/Daniel A. Rosenberg/
Date:	02/16/2011

Total Attachments: 6
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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WINCHESTER, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 2010, AT 5:42 O'CLOCK P.M.

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



4906538 8100

101143881

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8396538

DATE: 12-03-10

TRADEMARK
REEL: 004479 FRAME: 0471

CERTIFICATE OF INCORPORATION
OF
WINCHESTER, INC.

ARTICLE 1.

NAME

The name of the corporation is: Winchester, Inc.

ARTICLE 2.

REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's registered office in Delaware is 1209 Orange Street, Wilmington, Delaware 19801, New Castle County. The corporation's registered agent at that address is The Corporation Trust Company.

ARTICLE 3.

PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 4.

AUTHORIZED SHARES

The aggregate number of shares that the corporation has authority to issue is 1,500 shares, all of which shall be common stock of the par value of \$.000001 per share. The Board of Directors may, from time to time, establish by resolutions, different classes or series of shares and may fix the rights and preferences of said shares in any class or series. The Board of Directors shall have the authority to issue shares of a class or series, shares of which may then be

outstanding, to holders of shares of another class or series to effectuate share dividends, splits or conversion of its outstanding shares.

ARTICLE 5.

BYLAWS

The Board of Directors of the corporation has the power to adopt, amend, or repeal the bylaws of the corporation.

ARTICLE 6.

PREEMPTIVE RIGHTS

Stockholders shall not have preemptive rights to purchase, subscribe for, or otherwise acquire any new or additional securities (including any options or warrants to acquire shares) of the corporation before the corporation may offer them to other persons; however, the foregoing shall not limit in any way the power of the corporation and any holder of shares of any class of capital stock to provide for the same or similar rights by contract or agreement.

ARTICLE 7.

CUMULATIVE VOTING

There shall be no cumulative voting.

ARTICLE 8.

LIMITATION OF DIRECTORS' LIABILITY

To the full extent permitted by the General Corporation Law of Delaware, as the same exists on the effective date of this Certificate of Incorporation or as it subsequently may be amended, no director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation of the personal liability of a director for, or with respect to, any acts or omissions of such director occurring prior to the effective date of such repeal or modification.

ARTICLE 9.

WRITTEN ACTION BY BOARD

Any action required or permitted to be taken by the Board of Directors of this corporation may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors are present, except as to those matters which require stockholder approval, in which case the written action must be signed by all members of the Board of Directors.

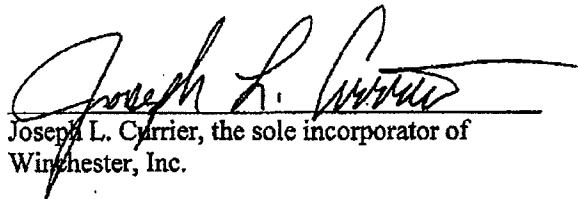
ARTICLE 10.

INCORPORATOR

The name and mailing address of the incorporator is:

Joseph L. Currier
2200 IDS Center
80 South 8th Street
Minneapolis, Minnesota 55402

Dated: December 2, 2010


Joseph L. Currier, the sole incorporator of
Winchester, Inc.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WINCHESTER, INC.", CHANGING ITS NAME FROM "WINCHESTER, INC." TO "BIO-ENGINEERED SUPPLEMENTS & NUTRITION, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JANUARY, A.D. 2011, AT 1:31 O'CLOCK P.M.


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



4906538 8100

110087243

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8524626

DATE: 01-27-11

TRADEMARK
REEL: 004479 FRAME: 0475

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF WINCHESTER, INC.**

The undersigned, Brendan Mahon, Secretary of Winchester, Inc., a Delaware corporation (the "Corporation"), with the purpose of amending the Corporation's Certificate of Incorporation, does hereby certify that:

1. Article One of the Corporation's Certificate of Incorporation is amended in its entirety to provide as follows:

**"ARTICLE 1.
NAME**

The name of the corporation is Bio-Engineered Supplements & Nutrition, Inc."

2. This amendment to the Certificate of Incorporation of the Corporation was duly adopted and approved in accordance with the provisions of Section 242(b)(1) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed this Certificate of Amendment of Certificate of Incorporation on this 27th day of January, 2011.



Brendan Mahon, Secretary