

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ADVANCED MEDICAL NUTRITION, INC.		12/22/2010	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	HVL LLC
Street Address:	600 BOYCE ROAD
City:	PITTSBURGH
State/Country:	PENNSYLVANIA
Postal Code:	15205
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	2402790	GLUCOSET
Registration Number:	2328674	PERSONALLY YOURS
Registration Number:	2297963	VIRATANE
Registration Number:	2394261	PROTOSOY
Registration Number:	2388969	BASIC ANTIOX
Registration Number:	2302353	TOCOPHERALL
Registration Number:	2260014	INFLA-GUARD
Registration Number:	2248324	MITOTONE
Registration Number:	2246712	MYO-GEN
Registration Number:	2213836	BIO-DOPHILUS
Registration Number:	2189018	LIPEX
Registration Number:	2142748	GRAPENOL

CH \$690.00 2402790

900185080

**TRADEMARK
 REEL: 004487 FRAME: 0299**

Registration Number:	2144645	FOLICARE
Registration Number:	2147689	CALCIGARD
Registration Number:	2147688	A/O MAXIMIZERS
Registration Number:	2183020	NEUROTONE
Registration Number:	2144644	OCUTONE
Registration Number:	2142747	INTESTAMINE
Registration Number:	2001540	FLAVONALL
Registration Number:	2058768	OSTEO-GUARD
Registration Number:	1937147	ADVANCED MEDICAL NUTRITION, INC.
Registration Number:	1912968	BASIC PREVENTIVE
Registration Number:	1569145	AMNI
Registration Number:	1494771	HEALTH YOURSELF
Registration Number:	1311967	HYPOALLER-C
Registration Number:	1311966	PROTECT!
Registration Number:	1352372	ADDED PROTECTION III

CORRESPONDENCE DATA

Fax Number: (703)836-5288
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-684-5600
Email: jim@sagllp.com, nitasantiago@sagllp.com
Correspondent Name: JAMES E. SHLESINGER
Address Line 1: 5845 RICHMOND HIGHWAY, SUITE 415
Address Line 4: ALEXANDRIA, VIRGINIA 22303

ATTORNEY DOCKET NUMBER:	T100 2011
NAME OF SUBMITTER:	James E. Shlesinger
Signature:	/jes/
Date:	02/28/2011

Total Attachments: 12
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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 MERGER, WHICH MERGES:

"ADVANCED MEDICAL NUTRITION, INC.", A CALIFORNIA CORPORATION,

"AQUACAP PHARMACEUTICAL LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"MUCOS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "HVL LLC" UNDER THE NAME OF "HVL LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2010, AT 4:40 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2011.

2786555 8100M

101231275

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8464062

DATE: 12-31-10

TRADEMARK
REEL: 004487 FRAME: 0302

STATE OF DELAWARE
CERTIFICATE OF MERGER OF
MUCOS LLC AND AQUACAP PHARMACEUTICAL LLC,
DOMESTIC LIMITED LIABILITY COMPANIES,
AND ADVANCED MEDICAL NUTRITION, INC., A CALIFORNIA CORPORATION,
WITH AND INTO HVL LLC, A DOMESTIC LIMITED LIABILITY COMPANY

THIS CERTIFICATE OF MERGER is dated December 22, 2010 and is being filed by HVL LLC pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

FIRST: The name of the surviving limited liability company is HVL LLC, and the names of the entities being merged into this surviving limited liability company are Mucos LLC and Aquacap Pharmaceutical LLC, domestic limited liability companies, and Advanced Medical Nutrition, Inc., a California corporation.

SECOND: The Plan and Agreement of Merger among the constituent entities ("Agreement of Merger") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities.

THIRD: Following the merger, the name of the surviving limited liability company shall be HVL LLC.

FOURTH: The merger is to become effective on January 1, 2011.

FIFTH: The Agreement of Merger is filed at 600 Boyce Road, Pittsburgh, PA, the place of business of the surviving limited liability company.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent entities.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned set its hand hereunto as of the date set forth above.

HVL LLC

By: 

Name: Serge Yelle

Title: President

ENDORSED - FILED
 In the office of the Secretary of State
 of the State of California

AGREEMENT AND PLAN OF MERGER

DEC 23 2010

OF

ADVANCED MEDICAL NUTRITION, INC.
 (a California corporation),

MUCOS LLC
 (a Delaware limited liability company)

and

AQUACAP PHARMACEUTICAL LLC
 (a Delaware limited liability company)

**EFFECTIVE
 DATE
 JAN - 1 2011**

WITH AND INTO

HVL LLC
 (a Delaware limited liability company)

This Agreement and Plan of Merger (the "Merger Agreement"), dated as of December 22, 2010 by and among Advanced Medical Nutrition, Inc., a California corporation ("AMN"), Mucos LLC, a Delaware limited liability company ("Mucos"), and Aquacap Pharmaceutical LLC, a Delaware limited liability company ("Aquacap") (collectively, the "Merging Entities"), and HVL LLC (the "Surviving Company"), a Delaware limited liability company.

RECITALS

WHEREAS, the Surviving Company is the sole shareholder of AMN; and

WHEREAS, the sole member of Mucos, Aquacap and the Surviving Company is Atrium Biotech Investments, Inc., a Delaware corporation (the "Member"); and

WHEREAS, the Merging Entities and the Surviving Company deem it to be in their best interests to merge, with the Surviving Company being the surviving entity, all in accordance with the terms and provisions of this Merger Agreement, the Delaware Limited Liability Company Act and the California Corporations Code (the "Merger"); and

WHEREAS, the constituent bodies of the Merging Entities and the Surviving Company have approved this Merger Agreement.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, and for the purpose of setting forth the terms and conditions of the Merger, the mode of carrying the Merger into effect and any other details which are necessary or advisable, the Merging Entities and the Surviving Company agree to the following:

1. Merger.

1.01 On the Effective Date (as hereinafter defined), the Merging Entities shall be merged with and into the Surviving Company in accordance with the terms and provisions of this Merger Agreement.

2. Terms and Conditions of Merger.

2.01 On the Effective Date, the Certificate of Formation of the Surviving Company shall be and remain the Certificate of Formation of the Surviving Company.

2.02 On the Effective Date, the Operating Agreement of the Surviving Company shall be and remain the Operating Agreement of the Surviving Company until altered, amended or repealed.

2.03 On the Effective Date, the name of the Surviving Company shall remain "HVL LLC".

2.04 On the Effective Date, the officers and managers of the Surviving Company shall be and remain the officers and managers of the Surviving Company, and each shall hold office until his successor has been elected and qualified or until his respective resignation or removal either according to law or the Operating Agreement of the Surviving Company.

2.05 On the Effective Date, the separate existence of the Merging Entities shall cease, and the Merging Entities shall be merged with and into the Surviving Company with the effect specified by Section 18-209 of the Delaware Limited Liability Company Act and the applicable provisions of the California Corporations Code.

2.06 On the Effective Date, the shares of AMN held by the Surviving Company and the interests in Aquacap and Mucos held by the Member shall be automatically cancelled.

3. Sole Member.

3.01 On the Effective Date, Member shall be and remain the sole member of the Surviving Company.


4. Effective Date.

4.01 The Merger shall become effective on January 1, 2011 (the "Effective Date"), notwithstanding the earlier filing of Certificates of Merger with the Secretary of State of the State of Delaware and the Secretary of State of the State of California.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned set their hands hereunto as of the date set forth above.

HVL LLC

By: 
Name: Serge Yelle
Title: President

ADVANCED MEDICAL
NUTRITION INCORPORATED

By: 
Name: Serge Yelle
Title: President, Assistant Secretary

AQUACAP PHARMACEUTICAL LLC

By: 
Name: Serge Yelle
Title: President

MUCOS LLC

By: 
Name: Serge Yelle
Title: President

[Agreement of Merger]



**State of California
Secretary of State**

OBE MERG

Certificate of Merger

(California Corporations Code sections
1113(g), 6019.1, 8019.1, 8640, 12640.1, 16911.14, 16915(b) and 17552)

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

1. NAME OF SURVIVING ENTITY HVL LLC		2. TYPE OF ENTITY LLC	3. CA SECRETARY OF STATE FILE NUMBER 201024210396	4. JURISDICTION Delaware												
5. NAME OF DISAPPEARING ENTITY Advanced Medical Nutrition, Inc.		6. TYPE OF ENTITY Corporation	7. CA SECRETARY OF STATE FILE NUMBER C0710272	8. JURISDICTION California												
9. THE PRINCIPAL TERMS OF THE AGREEMENT OF MERGER WERE APPROVED BY A VOTE OF THE NUMBER OF INTERESTS OR SHARES OF EACH CLASS THAT EQUATED OR EXCEEDED THE VOTE REQUIRED. IF A VOTE WAS REQUIRED, SPECIFY THE CLASS AND THE NUMBER OF OUTSTANDING INTERESTS OF EACH CLASS ENTITLED TO VOTE ON THE MERGER AND THE PERCENTAGE VOTE REQUIRED OF EACH CLASS. ATTACH ADDITIONAL PAGES, IF NECESSARY.																
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10. IF EQUITY SECURITIES OF A PARENT PARTY ARE TO BE ISSUED IN THE MERGER, CHECK THE APPLICABLE STATEMENT. N/A																
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11. IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, LIMITED PARTNERSHIP, OR PARTNERSHIP, PROVIDE THE REQUISITE CHANGES (IF ANY) TO THE INFORMATION SET FORTH IN THE SURVIVING ENTITY'S ARTICLES OF ORGANIZATION, CERTIFICATE OF LIMITED PARTNERSHIP OR STATEMENT OF PARTNERSHIP AUTHORITY RESULTING FROM THE MERGER. ATTACH ADDITIONAL PAGES, IF NECESSARY. N/A																
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17. I CERTIFY UNDER PENALTY OF PERJURY UNDER THE LAWS OF THE STATE OF CALIFORNIA THAT THE FOREGOING IS TRUE AND CORRECT OF MY OWN KNOWLEDGE. I DECLARE I AM THE PERSON WHO EXECUTED THIS INSTRUMENT, WHICH EXECUTION IS MY ACT AND DEED.																
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DATE		TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON														
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DATE		TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON														
SIGNATURE OF AUTHORIZED PERSON FOR THE DISAPPEARING ENTITY		Jean Gagnon, Secretary, Advanced Medical Nutrition, Inc.														
DATE 12/22/2010		TYPE OR PRINT NAME AND TITLE OF AUTHORIZED PERSON														
For an entity that is a business trust, real estate investment trust or an unincorporated association, set forth the provision of law or other basis for the authority of the person signing: _____																

OBE MERG-1 (REV 01/2010)

APPROVED BY SECRETARY OF STATE

CA115 - 01/20/2010 CT Systems Online



OBE MERG

State of California Secretary of State

Certificate of Merger

(California Corporations Code sections
1113(g), 6019.1, 8019.1, 9840, 12540.1, 15911.14, 16915(b) and 17552)

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OBE MERGER-1 (REV 01/2010)

APPROVED BY SECRETARY OF STATE

CA115 - 01/20/2010 CTS Form Online

OFFICER'S CERTIFICATE

We, Serge Yelle and Jean Gagnon certify that:

1. We are the President and Secretary of Advanced Medical Nutrition, Inc. (the "Corporation"), a corporation duly organized and existing under the laws of the State of California.

2. The total number of outstanding shares of each class of the Corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total No. of Shares Entitled to Vote</u>
Common Stock	247,500

3. The principal terms of the Agreement and Plan of Merger (the "Agreement of Merger") in the form attached were approved by the shareholders of the Corporation by a vote of the number of shares of each class which equaled or exceeded the vote required by each class to approve the Agreement of Merger.

4. Each class entitled to vote and the minimum percentage vote of each class is as follows:

<u>Class</u>	<u>Minimum Percentage Vote</u>
Common Stock	100%

[SIGNATURE PAGE FOLLOWS]

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

DATE: December 22, 2010



Serge Yelle, President

Jean Gagnon, Secretary

DM311584555.1

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

DATE: December 22, 2010

Serge Yelle, President



Jean Gagnon, Secretary

DMS-1584555.1



I hereby certify that the foregoing transcript of 8 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 24 2010

Date: _____ *SUS*

Debra Bowen
DEBRA BOWEN, Secretary of State