

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/14/2011

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nutrition Now, Inc.		12/14/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Nutrition Now, Inc.
Street Address:	6350 NE Campus Drive
City:	Vancouver
State/Country:	WASHINGTON
Postal Code:	98661
Entity Type:	CORPORATION: WASHINGTON

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Registration Number:	1587385	NUTRITION NOW
Registration Number:	2031155	PB8
Registration Number:	2149432	YEAST DEFENSE
Registration Number:	2152485	MULTI-EARTH FORCE
Registration Number:	2158857	ZINC KING
Registration Number:	2191988	PET CALM
Registration Number:	2211034	
Registration Number:	2238696	NATURAL MENOPAUSE
Registration Number:	2252159	PMS SUPPORT
Registration Number:	2255357	COLD ACTIVE
Registration Number:	2260973	TRAUMA-ONE
Registration Number:	2298899	WE MAKE NUTRITION TASTE GOOD
Registration Number:	2431172	YOUR BEST NATURAL DEFENSE

OP \$615.00 1587385

Registration Number:	2626399	CALCI-BEARS
Registration Number:	2645065	MULTI BEANS
Registration Number:	3229805	RHINO SWIRLIN' CALCI-BEARS
Registration Number:	3297105	RHINO CALCIUMS
Registration Number:	3301322	RHINO ECHINACEA
Registration Number:	3301337	RHINO ZINC
Registration Number:	3301338	RHINO WIGGLERS
Registration Number:	3311264	RHINO GUMMY BEAR VITAMINS
Registration Number:	3708027	ECHINACEA KING
Registration Number:	3873284	RHINO
Registration Number:	3889569	RHINO

CORRESPONDENCE DATA

Fax Number: (503)972-3873
Phone: 503-221-1440
Email: lisa.gabel@tonkon.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Tonkon Torp LLP
Address Line 1: 888 SW Fifth Avenue
Address Line 2: 1600 Pioneer Tower
Address Line 4: Portland, OREGON 97204

ATTORNEY DOCKET NUMBER:	NUTRITION NOW, INC.
NAME OF SUBMITTER:	Christopher D. Erickson
Signature:	/Christopher D. Erickson/
Date:	01/19/2012

Total Attachments: 10
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UNITED STATES OF AMERICA

The State of



Washington

Secretary of State

CERTIFICATE OF MERGER

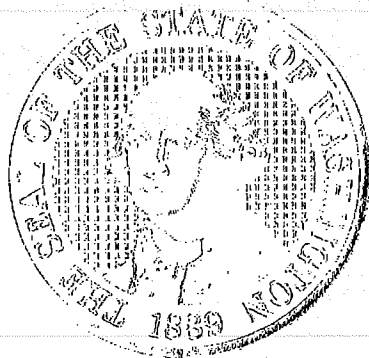
I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

NUTRITION NOW WASHINGTON, INC.
Changing name to NUTRITION NOW, INC.

WA Profit Corporation
UBI: 603-162-654
Filing Date: December 14, 2011

Merging Entities:

601-546-674 NUTRITION NOW, INC.



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK

REEL: 004701 FRAME: 0250

DEC 14 2011

STATE OF WASHINGTON
ARTICLES OF MERGER

STATE OF WASHINGTON

NUTRITION NOW, INC., A DELAWARE CORPORATION
WITH AND INTO
NUTRITION NOW WASHINGTON, INC., A WASHINGTON CORPORATION

Pursuant to the provisions of Sections 23B.11.050 of the Revised Code of Washington ("RCW"), the undersigned corporation files the following Articles of Merger:

1. The name and state of incorporation of each business entity which is to merge (the "Merger") is:

<u>Name</u>	<u>State of Incorporation</u>
Nutrition Now Washington, Inc.	Washington
Nutrition Now, Inc.	Delaware

2. The Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A and provides for the merger of Nutrition Now, Inc., a Delaware corporation ("NNI Delaware"), with and into Nutrition Now Washington, Inc., a Washington corporation ("NNI Washington").


3. The stockholders of NNI Delaware duly approved the Plan of Merger by written consent on December 13, 2011 pursuant to RCW 23B.11.030 and the applicable Delaware laws governing the Merger. The sole shareholder of NNI Washington duly approved the Plan of Merger by written consent on December 13, 2011 pursuant to RCW 23B.11.030.

4. NNI Washington shall be the surviving corporation in the Merger.

5. Pursuant to the Plan of Merger, the Articles of Incorporation of NNI Washington shall automatically be amended upon completion of the Merger to change its name to Nutrition Now, Inc.

Dated: December 14, 2011.

NUTRITION NOW WASHINGTON, INC.



Martin S. Rifkin, President

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REEL: 004701 FRAME: 0251

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

[Attached]

032813/00024/3238401v1

AGREEMENT AND PLAN OF MERGER

DATE: December 14, 2011

BETWEEN: NUTRITION NOW WASHINGTON, INC., a Washington corporation ("NNI Washington")

AND: NUTRITION NOW, INC., a Delaware corporation ("NNI Delaware")

RECITALS

A. The Board of Directors and shareholders of NNI Washington and the Board of Directors and stockholders of NNI Delaware have determined that it is in the best interests of each entity and its shareholders to merge NNI Delaware with and into NNI Washington pursuant to this Agreement and Plan of Merger (this "Merger Agreement").

B. The parties intend that NNI Washington shall be the surviving corporation in the Merger (as defined below) and that the Merger shall constitute a tax-free reorganization under Section 368 of the Internal Revenue Code of 1986, as amended (the "Code").

AGREEMENT

The parties agree as follows:

1. **Merger of NNI Delaware with and into NNI Washington.** At the Effective Time (as defined in Section 1.3 below):

1.1 **Merger.** NNI Delaware shall merge with and into NNI Washington (the "Merger"), and NNI Washington shall survive as a corporation operating under the name "Nutrition Now, Inc." (the "Surviving Corporation"), organized under and governed by the laws of the State of Washington. The separate existence of NNI Delaware shall cease.

1.2 **Effect of the Merger.**

(a) The effect of the Merger shall be as provided under the applicable provisions of the Washington Business Corporation Act (the "Washington Act") and the Delaware General Corporation Law (the "Delaware Act").

(b) Without limiting the generality of Section 1.2(a): (1) all of the property, rights, privileges, powers, franchises, patents, trademarks, trade names, licenses, registrations and other assets, tangible and intangible, of NNI Delaware shall be transferred to, vested in, devolve upon and become part of the assets of the Surviving Corporation, without further act or deed, and (2) the Surviving Corporation shall assume and be liable for all of the liabilities and obligations of NNI Delaware.

1.3 **Effective Time.** The Merger shall become effective upon the filing of Articles of Merger with the Secretary of State of the State of Washington in accordance with the applicable

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provisions of the Washington Act and a Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the Delaware Act (the "Effective Time").

2. Articles of Incorporation; Bylaws; Directors and Officers. From and after the Effective Time:

2.1 Articles of Incorporation. The Articles of Incorporation of NNI Washington shall be the Articles of Incorporation of the Surviving Corporation until they are duly amended. At the Effective Time, such Articles of Incorporation shall be automatically amended to change the name of the Surviving Corporation to "Nutrition Now, Inc."

2.2 Bylaws. The Bylaws of NNI Washington shall be the Bylaws of the Surviving Corporation until they are duly amended.

2.3 Directors and Officers.

(a) Those persons who are directors of NNI Washington shall continue as directors of the Surviving Corporation through the expiration of their terms or until their earlier death, resignation or removal.

(b) Those persons who are officers of NNI Washington shall continue as officers of the Surviving Corporation, to serve at the pleasure of the Board of Directors of the Surviving Corporation or until their earlier death, resignation or removal.

3. Cancellation and Continuation of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof:

3.1 Cancellation of Shares of NNI Delaware. All issued and outstanding shares of Common Stock, par value \$0.01, of NNI Delaware shall be cancelled without any conversion thereof. The holders of certificates or rights formerly evidencing the equity interests in NNI Delaware shall cease to have any rights as equity owners of NNI Delaware, except as may otherwise be provided by law, and the transfer books of NNI Delaware shall be closed and no transfer of equity interests shall thereafter be made.

3.2 Continuation of Shares of NNI Washington. All issued and outstanding shares of Common Stock, par value \$0.01, of NNI Washington shall remain issued and outstanding and shall be deemed to be fully paid and non-assessable shares of Common Stock of the Surviving Corporation, without the issuance of new stock or stock certificates.

4. General Provisions.

4.1 Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of NNI Delaware such deeds and other instruments, and there shall be taken or caused to be taken by NNI Delaware such further and other action, as shall be appropriate or necessary to vest or perfect, or to conform of record or otherwise, in the Surviving Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of NNI Delaware, and otherwise to carry out the purposes of this Merger

Agreement. From and after the Effective Time, the officers of the Surviving Corporation shall be authorized, in the name and on behalf of NNI Delaware, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.2 **Tax Consequences.** The Merger is intended to qualify as a tax-free reorganization within the meaning of Section 368 of the Code. This Merger Agreement shall constitute a "plan of reorganization" for purposes of Section 368 of the Code.

4.3 **Amendment.** At any time before the Effective Time, this Merger Agreement may be amended in any manner (except that Sections 3.1 and 3.2 and any of the other principal terms hereof may not be amended without the approval of the stockholders of NNI Delaware) as may be determined in the judgment of the respective Boards of Directors of NNI Delaware and NNI Washington to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the purposes and intent of this Merger Agreement.

4.4 **Abandonment.** At any time before the Effective Time, this Merger Agreement may be terminated and the Merger may be abandoned by the Board of Directors of either NNI Delaware or NNI Washington or both, notwithstanding the approval of this Merger Agreement by the stockholders of NNI Delaware and the shareholders of NNI Washington.

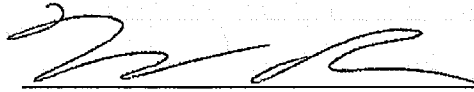
4.5 **Governing Law.** The terms and conditions of this Merger Agreement will be construed and enforced in accordance with the substantive laws of the State of Washington, without regard to the conflict of laws provisions thereof.

4.6 **Counterparts; Delivery.** This Merger Agreement may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument. This Merger Agreement may be delivered electronically or by facsimile and, upon such delivery, each electronic or facsimile shall be deemed an original.

[Signature page follows]

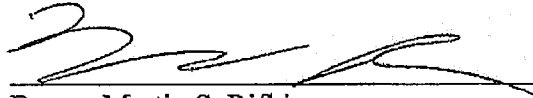
IN WITNESS WHEREOF, the parties have caused this Merger Agreement to be executed in their corporate names by their respective authorized officers.

NUTRITION NOW, INC., a Delaware corporation



By: Martin S. Rifkin
Title: President

NUTRITION NOW WASHINGTON, INC.,
a Washington corporation



By: Martin S. Rifkin
Title: President

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[Signature page to NNI Merger Agreement]

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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:

"NUTRITION NOW, INC.", A DELAWARE CORPORATION,
WITH AND INTO "NUTRITION NOW WASHINGTON, INC." UNDER THE NAME OF "NUTRITION NOW, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF WASHINGTON, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF DECEMBER, A.D. 2011, AT 5:27 O'CLOCK P.M.

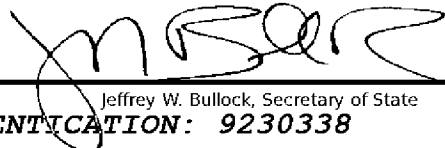
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

5080293 8100M

111293873



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9230338

DATE: 12-15-11

TRADEMARK
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**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND
FOREIGN CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation (the "Surviving Corporation") is Nutrition Now Washington, Inc., a Washington corporation, and the name of the corporation to be merged into the Surviving Corporation (the "Merging Corporation") is Nutrition Now, Inc., a Delaware corporation.

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by the shareholders of the Surviving Corporation and the stockholders of the Merging Corporation in accordance with Title 8, Section 252 of the DGCL.

THIRD: The name of the Surviving Corporation is Nutrition Now Washington, Inc., a Washington corporation.

FOURTH: The Articles of Incorporation of Nutrition Now Washington, Inc. will be the Articles of Incorporation of the Surviving Corporation, except that Article 1 will be amended to read as follows:

"ARTICLE 1

The name of the corporation is Nutrition Now, Inc."

FIFTH: The merger is to become effective upon the filing of this Certificate of Merger with the Delaware Secretary of State and upon the filing of Articles of Merger with the Washington Secretary of State.

SIXTH: The Merger Agreement is on file at 6350 NE Campus Drive, Vancouver, Washington 98661, the place of business of the Surviving Corporation.

SEVENTH: A copy of the Merger Agreement will be furnished by the Surviving Corporation on request, without cost, to any shareholder of the Surviving Corporation or stockholder of the Merging Corporation.

EIGHTH: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the Surviving Corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at 6350 NE Campus Drive, Vancouver, Washington 98661.

IN WITNESS WHEREOF, the Surviving Corporation has caused this certificate to be signed by an authorized officer on December 14, 2011.

NUTRITION NOW WASHINGTON, INC. (which will change its name to Nutrition Now, Inc. upon completion of the merger)



Martin S. Rifkin
President

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