

12-13-99

FORM PTO-1594
1-31-92
OMB No. 0651-0011 (exp. 4/94)

RECORDATION FORM COVER
TRADEMARKS

01-05-2000

COMMERCE
Mark Office



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To the Honorable Commissioner of Patents

date and address of recording party

1. Name of conveying party(ies):

12-13-1999

For Better Living, Inc.

U.S. Patent & TMOfo/TM Mail RcptDt. #31 Echo Rock Ventures, Inc.

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other _____

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

Internal Address:

Street Address: 13620 Lincoln Way, Suite 380
City: Auburn State: CA ZIP: 95603-3236

- Individual(s) citizenship _____
- Association _____
- General Partnership _____

- Limited Partnership _____
- Corporation-State Delaware

- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: June 4, 1999

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 882,687 and 2,117,199

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Molly Buck Richard

Internal Address: Strasburger & Price, L.L.P.

Street Address: 901 Main Street, Suite 4300

City: Dallas State: TX ZIP: 75202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-4547

(Attach duplicate copy of this page if paying by deposit account)

01/04/2000 DNGUYEN 00000211 882687

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FC:482 25.00 OP

9. Statement and signature: *To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Molly Buck Richard

Molly Buck Richard

December 13, 1999

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to:

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "FOR BETTER LIVING, INC.", CHANGING ITS NAME FROM "FOR BETTER LIVING, INC." TO "ECHO ROCK VENTURES, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF JUNE, A.D. 1999, AT 9 O'CLOCK A.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

0708112 8100

991224471

AUTHENTICATION: 9793430

DATE: 06-09-99

TRADEMARK

REEL: 002006 FRAME: 0736

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**OF****FOR BETTER LIVING, INC.**

For Better Living, Inc., a Delaware corporation (the "Corporation"), hereby certifies as follows:

The name of the Corporation is For Better Living, Inc. The original certificate of incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on April 1, 1969, under the name Better Living, Inc. This restated certificate of incorporation of the Corporation has been duly adopted in accordance with Sections 242 and 245 of the Delaware General Corporation Law, and by the written consent of its stockholders in accordance with Section 228 of the Delaware General Corporation Law. This restated certificate of incorporation restates, integrates and further amends the provisions of the certificate of incorporation of the Corporation. The text of the certificate of incorporation of the Corporation is hereby restated, integrated and further amended to read in its entirety as follows:

1. The name of the corporation is Echo Rock Ventures, Inc.
2. The address of the corporation's registered office in Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County 19801. The name of its registered agent at said address is The Corporation Trust Company.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.
4. The corporation shall have authority to issue 2,650,000 shares of stock, consisting of 2,500,000 shares of Common stock, par value 5¢ per share, and 150,000 shares of Preferred stock, par value \$1 per share.

The shares of Preferred stock may be issued from time to time in one or more series. The Board of Directors is expressly granted authority to fix by resolution the designations and the powers, preferences and relative, participating, optional or other rights (including voting powers, full or limited, or no voting powers) and the qualifications, limitations or restrictions thereof, in respect of the Preferred stock or any series thereof, and by resolution to fix, increase or decrease (but not below the number of shares thereof then outstanding) the number of shares of any such series. Except as otherwise provided by law or this Certificate of Incorporation as amended from time to time or the resolutions of the Board of Directors relating to the Preferred stock or any series thereof (i) the Common stock shall possess the full voting power of the corporation and each share thereof shall be entitled to one vote, and (ii)

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 06/04/1999
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the number of authorized shares of any class or classes may be increased or decreased by the affirmative vote of the holders of a majority of the stock of the corporation entitled to vote.

5. The Board of Directors shall have the power to make, alter or repeal the By-Laws of the corporation, subject to any voting requirements contained in the By-Laws, including any such requirements relating to the vote required for amendment of any By-Law by the Board of Directors. Elections of directors need not be by ballot unless the By-Laws so provide.

6. The corporation is authorized to provide indemnification to all persons whom it may indemnify pursuant to applicable law, through bylaw provisions, agreements or otherwise, to the fullest extent permissible under Delaware, or if applicable, California law, as amended from time to time.

7. Whenever a compromise or arrangement is proposed between the corporation and its creditors or any class of them and/or between the corporation and its shareholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the corporation or of any creditor or shareholder thereof, or on the application of any receiver or receivers appointed for the corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the corporation under the provisions of Section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the shareholders or class of shareholders of the corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the shareholders or class of shareholders of the corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the shareholders or class of shareholders, of the corporation, as the case may be, and also on the corporation.

8. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a direct except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director of the corporation, in addition to the limitation on liability provided by this Article 9, shall be limited to the fullest extent permitted by any such amended Delaware General Corporation Law. Any repeal or modification of this Article 9 shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation

existing at the same time of such repeal or modification or adoption of such inconsistent provision.

IN WITNESS WHEREOF, For Better Living, Inc. has caused this certificate to be signed by Karl M. Stockbridge, its President, on the 28th day of May, 1999.



Name: Karl M. Stockbridge
Office: President