

08-30-2001

Form PTO-1594 R
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇌ ⇌ ⇌ ▼

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office



101828881

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
GOODLIFE BRANDS INC.
a Canada corporation

08/24/01

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

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

Execution Date: July 13, 2001

2. Name and address of receiving party(ies)

Name: GOODLIFE BRANDS INC.

Internal Address:

Street Address: 2600, 10180-101 Street

City: Edmonton State: Alberta Zip: T5J 3Y2

Country: Canada

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Canada

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

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

A. Trademark Application No.(s)
75/923,753

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: MARY A. FRANCIS

Internal Address:

Street Address: THELEN REID & PRIEST LLP

P.O. BOX 190187

City: San Francisco State: CA Zip: 94119-0187

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:
50-0918

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

DO NOT USE THIS SPACE

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.

MARY A. FRANCIS
Name of Person Signing

Signature

AUGUST 24, 2001
Date

Total number of pages including cover sheet, attachments, and document: 11

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

08/29/2001 AAHMED1 00000136 75923753
01 FC:481 40.00 DP

TRADEMARK
REEL: 002358 FRAME: 0821

1. Name of conveying parties, cont.

934278 ALBERTA LTD.
a Canada company

934281 ALBERTA LTD.
a Canada company

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In Re Trademark Registration of:

GOODLIFE BRANDS INC.

Mark: GOODLIFE

Serial No.: 75/923,753

Filed: February 17, 2000

Assistant Commissioner for Trademarks
1900 Crystal Drive
Arlington, Virginia 22202-3513

Sir:

DESIGNATION OF DOMESTIC REPRESENTATIVE

THELEN REID & PRIEST LLP, whose postal address is 101 Second Street, Suite 1800, San Francisco, California, 94105-3601, is hereby designated applicant's representative upon whom notice or process in proceedings affecting the mark may be served.

GOODLIFE BRANDS INC.

BY: 

Name: George Paleologou

Title: Director

Dated: May 4, 2001

905815

TRADEMARK
REEL: 002358 FRAME: 0823

Certified Copy

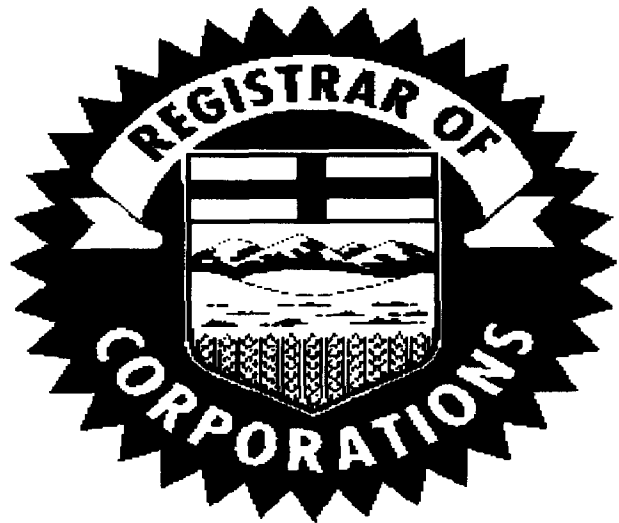
CORPORATE ACCESS NUMBER: 209429125

Alberta

BUSINESS CORPORATIONS ACT

**CERTIFICATE
OF
AMALGAMATION**

GOODLIFE BRANDS INC.
IS THE RESULT OF AN AMALGAMATION FILED ON 2001/07/13.



Certified Copy

Amalgamate Alberta Corporation - Registration Statement

Service Request Number: 3109526
Alberta Corporation Type: Named Alberta Corporation
Legal Entity Name: GOODLIFE BRANDS INC.
French Equivalent Name:
Nuans Number:
Nuans Date:
French Nuans Number:
French Nuans Date:

REGISTERED ADDRESS

Street: 2600, 10180 - 101 STREET
Legal Description:
City: EDMONTON
Province: ALBERTA
Postal Code: T5J 3Y2

RECORDS ADDRESS

Street: 2600, 10180 - 101 STREET
Legal Description:
City: EDMONTON
Province: ALBERTA
Postal Code: T5J 3Y2

ADDRESS FOR SERVICE BY MAIL

Post Office Box:
City:
Province:
Postal Code:
Internet Mail ID:

Share Structure: UNLIMITED COMMON SHARES
Share Transfers Restrictions: SEE SCHEDULE "A" ATTACHED
Number Of Directors:
Min Number Of Directors: 1
Max Number Of Directors: 20
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED

Professional Endorsement Provided:
Future Dating Required:
Registration Date: 2001/07/13

Director

Last Name: PECKHAM
First Name: GUY
Middle Name:
Street / Box Number: 4830 - 32 STREET, S.E.
City: CALGARY
Province: ALBERTA
Postal Code: T2B 2S6
Country:
Appointment Date: 2001/07/13
Resident Canadian: Y
Named On Stat Dec:
Status: Active

Last Name: PALEOLOGOU
First Name: GEORGE
Middle Name:
Street / Box Number: 12883 - 18B AVENUE
City: SOUTH SURREY
Province: BRITISH COLUMBIA
Postal Code: V4A 8C8
Country:
Appointment Date: 2001/07/13
Resident Canadian: Y
Named On Stat Dec:
Status: Active

Last Name: KNOEDLER
First Name: FRED
Middle Name:
Street / Box Number: 7591 SUNNYMEDE CRESCENT
City: RICHMOND
Province: BRITISH COLUMBIA
Postal Code: V6Y 1H3
Country:
Appointment Date: 2001/07/13
Resident Canadian: Y
Named On Stat Dec: Y
Status: Active

Last Name: KALUTYCZ
First Name: WILLIAM
Middle Name: D.
Street / Box Number: 10979 - 143A STREET
City: SURREY
Province: BRITISH COLUMBIA
Postal Code: V3R 3M2
Country:
Appointment Date: 2001/07/13
Resident Canadian: Y
Named On Stat Dec:
Status: Active

Amalgamating Corporation - Registered In Alberta

Corporate Access Number	Legal Entity Name
208752162	GOODLIFE BRANDS INC.
209342781	934278 ALBERTA LTD.
209342815	934281 ALBERTA LTD.

Court Orders

No Records returned

Attachment

Attachment Type	Microfilm Bar Code	Date Recorded
Statutory Declaration	10000798000773397	2001/07/13
Amalgamation Agreement	10000998000773396	2001/07/13
Restrictions on Share Transfers	ELECTRONIC	2001/07/13
Other Rules or Provisions	ELECTRONIC	2001/07/13

Registration Authorized By: FRED KNOEDLER
DIRECTOR

Certified Copy

Articles of Amalgamation For GOODLIFE BRANDS INC.

Share Structure: UNLIMITED COMMON SHARES
Share Transfers Restrictions: SEE SCHEDULE "A" ATTACHED
Number of Directors:
Min Number of Directors: 1
Max Number of Directors: 20
Business Restricted To: NONE
Business Restricted From: NONE
Other Provisions: SEE SCHEDULE "B" ATTACHED

Registration Authorized By: FRED KNOEDLER
DIRECTOR

SCHEDULE "A" TO THE ARTICLES OF AMALGAMATION OF
GOODLIFE BRANDS INC.

The right to transfer shares shall be restricted in that no share shall be transferred except with the consent of the board of directors of the Corporation, to be expressed either by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors.

Other Provisions, if any:

1. The number of shareholders, exclusive of:

- (a) persons who are in its employment and are shareholders; and
- (b) persons who, having been formerly in the employment of the Corporation, were, while in that employment, shareholders and have continued to be shareholders of the Corporation after termination of that employment;

is limited to not more than fifty (50) persons, two or more persons who are joint registered owners of one or more shares being counted as one shareholder.

2. There shall be no invitation to the public to subscribe for any securities of the Corporation.

THELEN REID & PRIEST LLP

ATTORNEYS AT LAW
www.thelenreid.com

NEW YORK
WASHINGTON, D.C.
MORRISTOWN, N.J.

101 SECOND STREET, SUITE 1800
SAN FRANCISCO, CA 94105-3601
TEL (415) 371-1200 FAX (415) 371-1211

SAN FRANCISCO
LOS ANGELES
SILICON VALLEY
SOUTH PARK

August 24, 2001

VIVIAN CORDIAL
415-369-7533
vcordial@thelenreid.com

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Re: Request to Record Merger

Sir:

Enclosed for recordation are the following:

1. A Recordation Form Cover Sheet Trademarks Only;
2. A certified copy of the Certificate of Amalgamation, including the Amalgamate Alberta Corporation-Registration Statement and Articles of Amalgamation, of Goodlife Brands Inc., a Canadian corporation, to record against the mark GOODLIFE (U.S. Serial No. 75/923,753);
3. A copy of Goodlife Brands Inc.'s Designation of Domestic Representative;
4. A check for \$40.00 to record the merger against 1 mark; and
5. A postcard to acknowledge receipt of the enclosed and return to the undersigned.

The Commissioner of Patents and Trademarks is authorized to charge any additional fee required in this application, or to credit any overpayment, to Deposit Account No. 50-0918 of Thelen Reid & Priest.

Very truly yours,



Vivian Cordial
Certified Legal Assistant Specialist

VC/

Enclosures

cc: Mary A. Francis, Esq. (no encls.)

SF #569628 v1 - 894610-3

EXPRESS MAIL LABEL NO. **EL570081923US** DATE OF DEPOSIT: AUG. 24, 2001

I hereby certify that this transmittal letter along with other items referred to therein is being deposited with the United States Post Service "Express Mail Post Office to Addressee" service under 37 C.F.R. § 1.10 on the date indicated above and is addressed to: BOX ASSIGNMENTS, Commissioner of Patents and Trademarks, Washington, D.C. 20231.

Depositor's Name: Vivian Cordial



RECORDED: 08/24/2001

TRADEMARK
REEL: 002358 FRAME: 0831