



101976282

To The Honorable Commiss

cord the attached original document or copy thereof.

1. Name of conveying party(ies):

Vitaphore Corporation (California)

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

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

2. Name and address of receiving party(ies)

Name: Vitaphore Corporation

Internal Address: _____

Street Address: 103 Springer Building
3411 Silverside Road

City: Wilmington State: DE Zip: 19810

- 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: December 31, 1996

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

A) Trademark Application No.(s)

B) Trademark Registration No.(s)

1,446,209
1,493,817

Additional numbers attached? Yes No

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

**CAESAR, RIVISE, BERNSTEIN,
COHEN & POKOTILOW, LTD.**

Attn: Eric S. Marzluf, Esq.
12th Floor - 7 Penn Center
1635 Market Street; Phila, PA 19103-2212

6. Total number of applications and registrations involved..... (2)

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

Authorized to Charge to Deposit Account No. 03-0075 (duplicate attached)

DO NOT USE THIS SPACE

8. 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.

Eric S Marzluf
Name of Person Signing

Eric S Marzluf
Signature

December 6, 2001
Date

Total number of pages including cover sheet, attachments and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks; Box Assignments; Washington DC 20231

TRADEMARK
REEL: 002434 FRAME: 0213

SCHEDULE A

Serial Number or
Trademark Number

Filing Date or
Registration Date

Trademark

1,446,209

07/07/87

VITACUFF

1,493,817

06/28/88

VITAGUARD

CERTIFICATE OF MERGER
OF
VITAPHORE CORPORATION
(A California Corporation)
WITH AND INTO
VITAPHORE CORPORATION
(A Delaware Corporation)

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
VITAPHORE CORPORATION	California
VITAPHORE CORPORATION	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: That the Agreement of Merger has been approved by the stockholders of each of the constituent corporations on

FOURTH: The name of the surviving corporation of the merger is Vitaphore Corporation, a Delaware corporation.

FIFTH: That the Certificate of Incorporation of Vitaphore Corporation, a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

SIXTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 103 Springer Building, 3411 Silverside Road, Wilmington, County of New Castle, Delaware 19810.

SEVENTH: That a copy of the Agreement of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

EIGHTH: The authorized capital stock of each corporation which is a party to the merger is as follows:

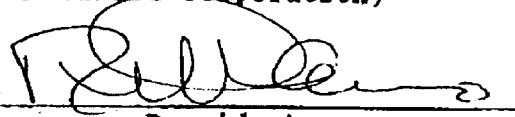
<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
VITAPHORE CORPORATION (Calif.)	Common	1,000	No Par
VITAPHORE CORPORATION (Del.)	Common	1,000	\$1.00

NINTH: This Certificate of Merger shall become effective upon filing with the Secretary of State of Delaware. However, for all accounting purposes, the effective date of the merger shall be as of December 31, 1994

Dated: December 9, 1994

VITAPHORE CORPORATION
(a Delaware Corporation)

By



President

Richard E. Caruso

State of Delaware
Office of the Secretary of State

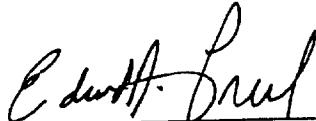
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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"VITAPHORE CORPORATION", A CALIFORNIA CORPORATION,
WITH AND INTO "VITAPHORE CORPORATION" UNDER THE NAME OF "VITAPHORE CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

2432658 8100M
981215725




Edward J. Freel, Secretary of State

9137675
AUTHENTICATION:
DATE: 06-15-98

TRADEMARK
REEL: 002434 FRAME: 0217

SCHEDULE A

<u>Serial Number or Trademark Number</u>	<u>Filing Date or Registration Date</u>	<u>Trademark</u>
1,446,209	07/07/87	VITACUFF
1,493,817	06/28/88	VITAGUARD