

10-29-2007

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Electronic Version v1.1

Stylesheet Version v1.1



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Re
10-26-07

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/01/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Dietsmart, Inc.		10/01/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	eDiets.com, Inc.
Street Address:	3467 W. Hillsboro Boulevard
Internal Address:	Suite 2
City:	Deerfield Beach
State/Country:	FLORIDA
Postal Code:	33442
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2493454	DIETSMART

CORRESPONDENCE DATA

Fax Number: (212)972-5487
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 212-687-2770
 Email: docket@cplplaw.com
 Correspondent Name: Cohen, Pontani, Lieberman & Pavane
 Address Line 1: 551 Fifth Avenue
 Address Line 2: Suite 1210
 Address Line 4: New York, NEW YORK 10176

NAME OF SUBMITTER:	Jason S. Howell
Signature:	/jason s. howell/

CH \$40.00 2493454

900033123

TRADEMARK
REEL: 003168 FRAME: 0018
TRADEMARK
REEL: 003651 FRAME: 0163

Total Attachments: 70

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TRADEMARK
REEL: 003168 FRAME: 0020
TRADEMARK
REEL: 003651 FRAME: 0165

TO: JASON S. HOWELL COMPANY: 1201 THIRD AVENUE

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

~~09/25/2007~~
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SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Assignee previously recorded on Reel 003168 Frame 0018. Assignor(s) hereby confirms the merger.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Dietsmart, Inc.		10/19/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Dietsmart Acquisition Corp. (nka DietSmart, Inc.)
Street Address:	3801 W. Hillsboro Boulevard
City:	Deerfield Beach
State/Country:	FLORIDA
Postal Code:	33442
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2493454	DIETSMART

CORRESPONDENCE DATA

Fax Number: (206)359-9000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: (206) 359-3143
 Email: pctrademarks@perkinscoie.com
 Correspondent Name: Jason S. Howell
 Address Line 1: 1201 Third Avenue
 Address Line 2: Suite 4800
 Address Line 4: Seattle, WASHINGTON 98101-3099

ATTORNEY DOCKET NUMBER:	60996.4000.0004.US002
NAME OF SUBMITTER:	Jason S. Howell
Signature:	/Jason S. Howell/

CH \$40.00 2493454

TO: JASON S. HOWELL COMPANY: 1201 THIRD AVENUE

Date:

09/25/2007

Total Attachments: 4

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TRADEMARK

REEL: 003651 FRAME: 0167

TO: JASON S. HOWELL COMPANY: 1201 THIRD AVENUE

CERTIFICATE OF MERGER

OF

DIETSMART, INC.

INTO

DIETSMART ACQUISITION CORP.

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 03:00 PM 10/19/2001
 D10524879 - 367716

Pursuant to Section 251(c) of the General Corporation Law

DIETSMART ACQUISITION CORP., a Delaware corporation, desiring to merge with DIETSMART, INC., a Delaware corporation, pursuant to the provisions of Section 251(c) of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The names and states of incorporation of each constituent corporation are:

<u>Name</u>	<u>State of Incorporation</u>
DIETSMART ACQUISITION CORP.	Delaware
DIETSMART, INC.	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 251(c) of the General Corporation Law.

THIRD: The name of the surviving corporation is DIETSMART ACQUISITION CORP.

FOURTH: Article First of the Certificate of Incorporation of the surviving corporation is amended to read as follows:

"FIRST: The name of the corporation is "DietSmart, Inc."

FIFTH: An executed copy of the Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, 3801 W. Hillsboro Boulevard, Deerfield Beach, FL 33442, and a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

TRADEMARK

REEL: 003651 FRAME: 0168

TO: JASON S. HOWELL COMPANY: 1201 THIRD AVENUE

State of Delaware
Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, 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:

"DIETSMART, INC.", A DELAWARE CORPORATION,
WITH AND INTO "DIETSMART ACQUISITION CORP." UNDER THE NAME OF "DIETSMART, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF OCTOBER, A.D. 2001, AT 3 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3437616 8100K

AUTHENTICATION: 1403136

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DATE: 10-22-01

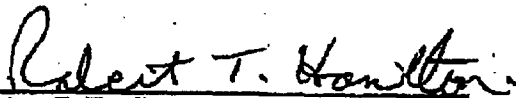
TO: JASON S. HOWELL COMPANY: 1201 THIRD AVENUE

CERTIFICATE OF SECRETARY
OF DIETSMART ACQUISITION CORP.

The undersigned, Robert T. Hamilton, Chief Financial Officer, Treasurer and Secretary of DietSmart Acquisition Corp. ("Newco"), pursuant to Section 11.1(b) of the Agreement and Plan of Merger dated as of October 1, 2001 among eDiets.com, Inc., Newco, David R. Humble, DietSmart, Inc., Tamara L. Totah, Carlos M. Lopez-Oña and Andrew G. Smith (the "Merger Agreement") does hereby certify that:

Attached hereto are a consent of the Board of Directors of Newco and of the sole stockholder of Newco authorizing the Merger, both dated as of September 24, 2001.

Dated: October 19, 2001


Robert T. Hamilton

KS072UG3EAD Cerk1065eDietSmartVn