

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/28/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Zuellig Botanicals, Inc.		12/28/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Zuellig Group N.A., Inc.
Street Address:	2550 El Presidio
City:	Long Beach
State/Country:	CALIFORNIA
Postal Code:	90810
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2103416	ROSEOX

CORRESPONDENCE DATA

Fax Number: (213)430-6407
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (213) 430-8308
 Email: sgordon@omm.com
 Correspondent Name: Shari L. Gordon
 Address Line 1: 400 S. Hope Street
 Address Line 2: 18th Floor
 Address Line 4: Los Angeles, CALIFORNIA 90071-2899

ATTORNEY DOCKET NUMBER:	963,680-3
NAME OF SUBMITTER:	Shari L. Gordon
Signature:	/Shari L. Gordon/

CH \$40.00 2103416

Date:

05/01/2008

Total Attachments: 4

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Delaware

PAGE 1

The First State

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 OWNERSHIP, WHICH MERGES:

"PREMIUM PERFORMANCE INGREDIENTS, INC.", A DELAWARE CORPORATION,

"ZUELLIG BOTANICALS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "ZUELLIG GROUP N.A., INC." UNDER THE NAME OF "ZUELLIG GROUP N.A., INC.", 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. 2007, AT 7:41 O'CLOCK P.M.

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

2067825 8100M

071379258



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6277954

DATE: 01-02-08

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

TRADEMARK
REEL: 003770 FRAME: 0268

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Zuellig Botanicals, Inc.
(a Delaware corporation)

and

Premium Performance Ingredients, Inc.
(a Delaware corporation)

INTO

Zuellig Group N.A., Inc.
(a Delaware corporation)

(PURSUANT TO SECTION 253 OF THE
GENERAL CORPORATION LAW OF DELAWARE)

Zuellig Group N.A., Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, **does hereby certify:**

FIRST: That this Corporation was organized pursuant to the provisions of the General Corporation Law of the State of Delaware, on the 31st day of July, 1985.

SECOND: That it owns all of the issued and outstanding shares of the capital stock of Zuellig Botanicals, Inc. ("ZBI"), a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware, and it owns all of the issued and outstanding shares of the capital stock of Premium Performance Ingredients, Inc. ("PPII"), a corporation organized pursuant to the provisions of the General Corporation Law of the State of Delaware.

THIRD: That the Corporation, by resolutions of its Board of Directors duly adopted by means of an action by unanimous written consent of the Board of Directors in lieu of meeting effective December 28, 2007, determined to, and effective on December 31, 2007 (the "Effective Time") merge ZBI and PPII with and into the Corporation, which resolutions are in the following words to wit:

WHEREAS, the Corporation intends to restructure the ownership structure of its subsidiaries and affiliates by effecting a series of mergers, including merging Botanicals International, Inc., a Delaware corporation, into Zuellig Botanicals, Inc. ("ZBI"), a Delaware corporation, immediately prior to the mergers of ZBI and Premium Performance Ingredients, Inc. ("PPII"), a Delaware corporation, with and into the Corporation;

WHEREAS, the Corporation lawfully owns all of the issued and outstanding stock of ZBI and of PPII; and

WHEREAS, the Corporation desires to merge into itself ZBI and PPII and to be possessed of all the estate, property, rights, privileges and franchises of ZBI and PPII.

NOW, THEREFORE, BE IT RESOLVED, that this Corporation, pursuant to Section 253 of the General Corporation Law of Delaware, merge into itself, and it docs hereby merge into itself ZBI and PPII and assumes all of the liabilities and obligations of ZBI and PPII (the "Mergers") as of December 31, 2007;

RESOLVED FURTHER, that the proper officers of the Corporation be, and each of them acting alone hereby is, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolution to merge ZBI and PPII and assume each of its liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware;

RESOLVED FURTHER, that the Corporation may amend or terminate the Mergers at any time before the Certificate of Ownership and Merger becomes effective, pursuant to Section 253 of the General Corporation Law of Delaware; and

RESOLVED FURTHER, that any of the officers of this Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said Mergers.

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its authorized officer on December 28, 2007.

Zuellig Group N.A., Inc.

By: 

Name: George Pontiakos

Title: President and Chief Executive Officer

LAI:1151325

[Signature page to Certificate of Ownership and Merger]

TRADEMARK

RECORDED: 05/01/2008

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