

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/08/2010		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Vitacost Holdings, Inc.		12/08/2010
			Entity Type
			CORPORATION: ILLINOIS
RECEIVING PARTY DATA			
Name:	MDchoice.com, Inc.		
Street Address:	2300 Wilson Blvd., Suite 600		
City:	Arlington		
State/Country:	VIRGINIA		
Postal Code:	22201		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2335966	DRUG CHECKER
CORRESPONDENCE DATA			
Fax Number:	(617)523-1231		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	617.570.1000		
Email:	gwilliam@goodwinprocter.com		
Correspondent Name:	Gregory S. William, Goodwin Procter LLP		
Address Line 1:	Exchange Place, 53 State Street		
Address Line 2:	Attn: Trademark Administrator		
Address Line 4:	Boston, MASSACHUSETTS 02109		
ATTORNEY DOCKET NUMBER:	HCN-613B		
NAME OF SUBMITTER:	Gregory S. William		
Signature:	/Gregory S. William/		

OP \$40.00 2335966

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TRADEMARK
 REEL: 004492 FRAME: 0574

Date:

03/08/2011

Total Attachments: 3

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, 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:

"VITACOST HOLDINGS, INC.", AN ILLINOIS CORPORATION,
WITH AND INTO "MDCHOICE.COM, INC." UNDER THE NAME OF
"MDCHOICE.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2010, AT 9:49
O'CLOCK A.M.

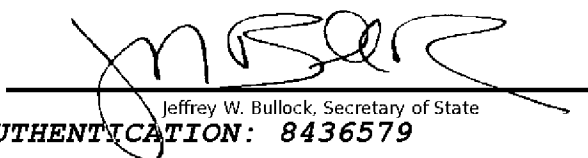
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

3824636 8100M

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8436579

DATE: 12-17-10

TRADEMARK
REEL: 004492 FRAME: 0576

CERTIFICATE OF MERGER

MERGING

VITACOST HOLDINGS, INC.
(an Illinois Corporation)

WITH AND INTO

MDCHOICE.COM, INC.
(a Delaware Corporation)

Pursuant to Section 252(c) of the Delaware General Corporation Law (the "DGCL"), the undersigned corporation organized and existing under and by virtue of the DGCL does hereby certify:

FIRST: That the name and state of each constituent corporation of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
MDchoice.com, Inc.	Delaware
Vitacost Holdings, Inc.	Illinois

SECOND: That an Agreement and Plan of Merger, dated December 8, 2010 has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the DGCL.

THIRD: That MDchoice.com, Inc. shall be the surviving corporation of the merger.

FOURTH: That the Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of Vitacost Holdings, Inc. is 1,000 shares of common stock, no par value.

SIXTH: That the merger is to become effective upon the filing of the certificate of merger with the Delaware Secretary of State.

SEVENTH: That an executed copy of the Agreement of Merger is on file at 2300 Wilson Boulevard, Suite 600, Arlington, VA 22201, the place of business of the surviving corporation.

EIGHTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed as of this 8 day of December, 2010.

MDCHOICE.COM,INC.

By: Alex Baldwin
Name: Alex Baldwin
Title: Vice President and Secretary