

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/26/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Promax Nutrition, Inc.		06/26/2006	CORPORATION: CALIFORNIA
Performance Nutrition Group, Inc.		06/26/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Promax Nutrition Corporation
Street Address:	100 Bayview Circle, Suite 505
City:	Newport Beach
State/Country:	CALIFORNIA
Postal Code:	92660
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3513513	CALCIUM XPRESS
Registration Number:	3513514	FIBER XPRESS
Registration Number:	3481768	JOINT XPRESS
Registration Number:	3538438	PROMAX 70
Serial Number:	77475908	PROMAX NUTRITION
Serial Number:	77260629	PROMAX ORCHARD
Serial Number:	77598467	PROMAX STORM
Serial Number:	77392413	PROMAX THE ACTIVE NUTRITION COMPANY
Serial Number:	77141713	PROMAX XPRESS
Registration Number:	3485760	XPRESS YOURSELF

CORRESPONDENCE DATA

900194309

**TRADEMARK
 REEL: 004560 FRAME: 0517**

CH \$265.00 3513513

Fax Number: (213)627-0705
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 213.683.5698
Email: MinetteTayco@paulhastings.com
Correspondent Name: Minette M. Tayco
Address Line 1: 515 S. Flower St., 25th Floor
Address Line 2: Paul, Hastings, Janofsky & Walker LLP
Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	PROMAX (72013.00010)
NAME OF SUBMITTER:	Minette M. Tayco
Signature:	/Minette M. Tayco/
Date:	06/13/2011

Total Attachments: 7
source=Promax Nutrition Corporation Merger Certificate (06.26.06)#page1.tif
source=Promax Nutrition Corporation Merger Certificate (06.26.06)#page2.tif
source=Promax Nutrition Corporation Merger Certificate (06.26.06)#page3.tif
source=Promax Nutrition Corporation Merger Certificate (06.26.06)#page4.tif
source=Promax Nutrition Corporation Merger Certificate (06.26.06)#page5.tif
source=Promax Nutrition Corporation Merger Certificate (06.26.06)#page6.tif
source=Promax Nutrition Corporation Merger Certificate (06.26.06)#page7.tif

Delaware

PAGE 1

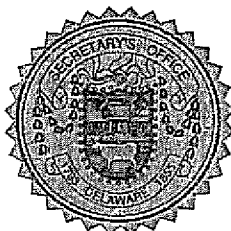
The First State

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:

"PERFORMANCE NUTRITION GROUP, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "PROMAX NUTRITION CORPORATION" UNDER THE NAME OF "PROMAX NUTRITION CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE, A.D. 2006, AT 7:35 O'CLOCK P.M.

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



4166268 8100M

060613773

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4857540

DATE: 06-26-06

TRADEMARK
REEL: 004560 FRAME: 0519

CERTIFICATE OF OWNERSHIP AND MERGER
OF
PERFORMANCE NUTRITION GROUP, INC.
(a California corporation)
INTO
PROMAX NUTRITION CORPORATION
(a Delaware corporation)

It is hereby certified that:

1. Promax Nutrition Corporation (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Performance Nutrition Group, Inc. (the "Subsidiary"), which is a business corporation of the State of California.
3. The laws of the jurisdiction of organization of the Subsidiary permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges the Subsidiary into the Corporation.
5. The following is a copy of the resolutions adopted by the Board of Directors of the Corporation on June 23, 2006 to merge the Subsidiary into the Corporation:

RESOLVED, Performance Nutrition Group, Inc., a business corporation of the State of California, and wholly-owned subsidiary of this Corporation (the "Subsidiary"), be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of the Subsidiary be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name.

RESOLVED FURTHER, that this Corporation assume all of the obligations of the Subsidiary.


RESOLVED FURTHER, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of the Subsidiary and of this Corporation and in any other appropriate jurisdiction.

LEGAL_US_W# 53710517.1 27656.00013

(Signature page to Certificate of Ownership and Merger)

Executed on June 23, 2006

Promax Nutrition Corporation
a Delaware corporation

By: 
Name: Christopher L. Britt
Title: Vice-President and Secretary

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of _____ page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 27 2006

BRUCE McPHERSON
Secretary of State

CERTIFICATE OF OWNERSHIP

JUN 26 2006

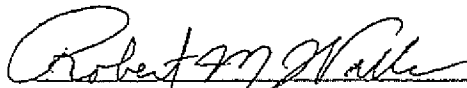
Robert M. Walls and Christopher L. Britt hereby certify that:

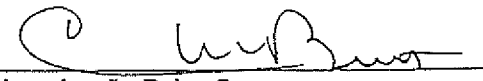
1. They are the President and Secretary, respectively, of Promax Nutrition Corporation, a Delaware corporation (the "Parent Corporation").
2. The Parent Corporation owns all of the outstanding shares of Performance Nutrition Group, Inc., a California corporation (the "Subsidiary").
3. The Board of Directors of the Parent Corporation have duly adopted the following resolutions:

RESOLVED, that the Parent Corporation merge the Subsidiary into the Parent Corporation and assume all obligations of the Subsidiary pursuant to Section 1110 of the California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 23, 2006


Robert M. Walls, President


Christopher L. Britt, Secretary

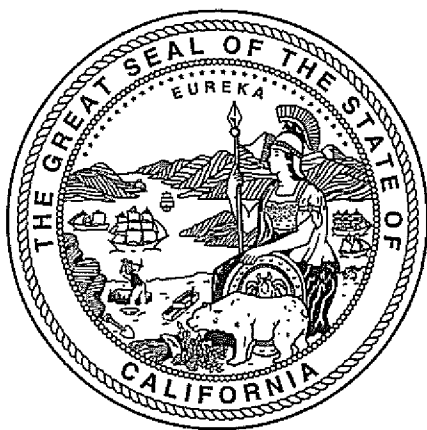




State of California
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUN 26 2006

BRUCE McPHERSON
Secretary of State

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

CERTIFICATE OF OWNERSHIP

JUN 23 2006

Robert M. Walls and Christopher L. Britt hereby certify that:

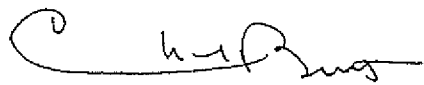
1. They are the President and Secretary, respectively, of Performance Nutrition Group, Inc., a California corporation (the "Parent Corporation").
2. The Parent Corporation owns all of the outstanding shares of Promax Nutrition, Inc., a California corporation (the "Subsidiary").
3. The Board of Directors of the Parent Corporation have duly adopted the following resolutions:

RESOLVED, that the Parent Corporation merge the Subsidiary into the Parent Corporation and assume all obligations of the Subsidiary pursuant to Section 1110 of the California Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 23, 2006


Robert M. Walls, President


Christopher L. Britt, Secretary

