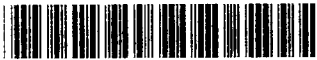


02-05-2002

FORM PTO 1594
(Rev. 6-93)

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



OMB No. 0651-0011 (exp. 4/94)

101972378

To the Honorable Commissioner of Patents and Trademarks, U.S. Patent and Trademark Office, Washington, D.C. 20514
original documents or copy thereof.

1. Name of conveying party(ies):
Advanced Nutritionals Corporation
One Carlson Parkway, Suite 124
Plymouth, Minnesota 55447-4440

1-28-02

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

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

2. Name and address of receiving party(ies)
Softpac Industries, Inc.
One Carlson Parkway, Suite 124
Plymouth, Minnesota 55447-4440

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 3, 2000

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

4. Application number(s) or patent number(s):
A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark Registration No.(s)
2,234,484
2,054,082

01-28-2002
U.S. Patent & TMO/TM Mail Rcpt Dt. #11

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

Name: A. Minnie Alexander

Internal Address: Dorsey & Whitney LLP

Street Address: Suite 1500, 50 South Sixth Street

City: Minneapolis State: MN ZIP: 55402-1498

6. Total Number of applications and registrations involved: 2

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
04-1420

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
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.

A. Minnie Alexander *Minnie Alexander* 1/28/2002
Name of person Signing Signature Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Director - U.S. Patent and Trademark Office
Attention: BOX ASSIGNMENT
Washington, D.C. 20231

02/04/2002 6TON11 00000146 2234484

01 FC:481 40.00 OP
02 FC:482 25.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document

70-654

**ARTICLES OF MERGER
FOR THE MERGER
OF
SOFTPAC INDUSTRIES, INC.
INTO
ADVANCED NUTRITIONALS CORPORATION**

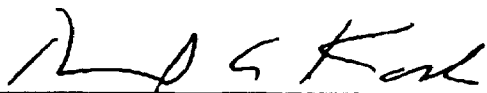
The undersigned hereby certify as follows:

1. The Plan of Merger attached hereto as Exhibit A, for the merger into Advanced Nutritionals Corporation (the "Parent") of its wholly-owned subsidiary, SoftPac Industries, Inc. (the "Subsidiary"), was duly adopted and approved by the board of directors of the Parent.
2. As of the date hereof, there are ten (10) shares of the Subsidiary outstanding, all of which are owned by the Parent.
3. Since the Subsidiary has no shareholders other than the Parent, no copy of the Plan of Merger was mailed to any shareholder of the Subsidiary.
4. Such Plan of Merger has been approved by the Parent pursuant to Chapter 302A of the Minnesota Business Corporation Act.
5. Pursuant to the provisions of Minn. Stat. § 302A.621, the name of the surviving corporation shall be SoftPac Industries, Inc.
6. The merger shall be effective upon the date that the Articles of Incorporation of the Subsidiary are filed with the Secretary of State of the State of Minnesota.

062454

IN WITNESS WHEREOF, the undersigned being duly authorized on behalf of
Advanced Nutritionals Corporation has executed this document this 3rd day of August, 2000.

ADVANCED NUTRITIONALS CORPORATION



David A. Koch
Chairman of the Board


EXHIBIT A

**PLAN OF MERGER
OF
SOFTPAC INDUSTRIES, INC.
INTO
ADVANCED NUTRITIONALS CORP.**

1. The names of the constituent organizations are Advanced Nutritionals Corporation, a Minnesota Corporation (the "Parent"), and SoftPac Industries, Inc. (the "Subsidiary").
2. The Parent corporation shall be the surviving corporation, and its name after the merger shall be SoftPac Industries, Inc.
3. The merger shall be effective upon the date that the Articles of Incorporation of the Subsidiary are filed with the Secretary of State of the State of Minnesota (the "Effective Date").
4. Upon the Effective Date, all outstanding shares of each class and series of stock of the Subsidiary corporation shall be canceled, and no shares of the surviving corporation shall be issued in lieu thereof.
5. Upon the Effective Date, the provisions of section 302A.641, subdivisions 2 and 3 of the Minnesota Business Corporation Act shall apply.

**STATE OF MINNESOTA
FILED**

AUG 03 2000

Mary Hoffmeyer
Secretary of State 

State of Minnesota

SECRETARY OF STATE

CERTIFICATE OF INCORPORATION

I, Mary Kiffmeyer, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

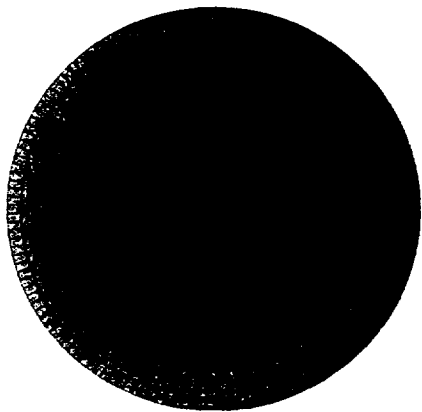
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: SoftPac Industries, Inc.

Corporate Charter Number: 11G-923

Chapter Formed Under: 302A

This certificate has been issued on 08/03/2000.



Mary Kiffmeyer
Secretary of State.

TRADEMARK