

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Reclaim Enterprises		12/12/2005	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	NDS Nutritional Products, Inc.
Street Address:	13423 Lynam Drive
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68138
Entity Type:	CORPORATION: NEBRASKA

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2869542	RELEASE PROGRAM
Registration Number:	3008521	RELEASE
Registration Number:	3000335	RELEASE COMPLETE
Serial Number:	76606440	RELEASE FOR LIFE
Serial Number:	78610870	CR5
Serial Number:	76641139	FLEX SERIES
Serial Number:	78610864	EMBODIMENTS
Serial Number:	76640940	RELEASE
Serial Number:	78733825	AMPLIFY
Registration Number:	2994199	RECLAIM
Registration Number:	3008520	

CORRESPONDENCE DATA

OP \$290.00 2869542

Fax Number: (402)952-6870
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 402-341-3070
Email: tdeutmeyer@mcgrathnorth.com
Correspondent Name: Tracy L. Deutmeyer
Address Line 1: 1601 Dodge Street, Suite 3700
Address Line 4: Omaha, NEBRASKA 68102

NAME OF SUBMITTER:	Tracy L. Deutmeyer
Signature:	/Tracy L. Deutmeyer/
Date:	01/10/2006

Total Attachments: 3
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ARTICLES OF MERGER
OF
RECLAIM ENTERPRISES
WITH AND INTO
NDS NUTRITIONAL PRODUCTS INC.



To the Secretary of State
State of Nebraska

Pursuant to the provisions of the Nebraska Business Corporation Act governing the merger of a foreign corporation with and into a domestic corporation, the corporations hereinafter named do hereby adopt the following articles of merger.

1. The names of the merging entities are **RECLAIM ENTERPRISES**, a Nevada corporation, and **NDS NUTRITIONAL PRODUCTS, INC.**, a Nebraska corporation.
2. An Agreement and Plan of Merger has been duly approved by the directors and shareholders of **RECLAIM ENTERPRISES**, and by the directors and shareholders of **NDS NUTRITIONAL PRODUCTS, INC.**, in accordance with the Nebraska Business Corporation Act, and such Agreement and Plan of Merger is hereby attached to these Articles of Merger as Exhibit "A".
3. **NDS NUTRITIONAL PRODUCTS, INC.** will continue in existence as the surviving corporation under its present name.
4. The laws of Nebraska permit the merger of a foreign corporation with and into a domestic corporation, and the merger of **RECLAIM ENTERPRISES** with and into **NDS NUTRITIONAL PRODUCTS, INC.** is in compliance with the laws of Nebraska.
5. The merger of **RECLAIM ENTERPRISES** with and into **NDS NUTRITIONAL PRODUCTS, INC.** shall become effective in the State of Nebraska on January 1, 2006.

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IN WITNESS WHEREOF, the undersigned entities hereby execute these Articles of Merger on the 12 day of December, 2005.

RECLAIM ENTERPRISES, a Nevada corporation.

By:  _____

Its: President

NDS NUTRITIONAL PRODUCTS, Inc., a Nebraska corporation.

By:  _____

Its: President

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Exhibit "A"

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER approved by RECLAIM ENTERPRISES, a Nevada corporation, by joint resolution adopted by all of its directors and shareholders, and approved by NDS NUTRITIONAL PRODUCTS, INC., a Nebraska corporation, by joint resolution adopted by all of its directors and shareholders.

1. RECLAIM ENTERPRISES shall, pursuant to the provisions of Chapter 92A of the Nevada Revised Statutes and the provisions of the Nebraska Business Corporation Act, be merged with and into NDS NUTRITIONAL PRODUCTS, INC. NDS NUTRITIONAL PRODUCTS, INC. shall be the surviving corporation upon the effective date of the merger and is sometimes hereinafter referred to as the "surviving corporation". NDS NUTRITIONAL PRODUCTS, INC. shall continue to exist as said surviving corporation under its present name. The separate existence of RECLAIM ENTERPRISES, which is sometimes hereinafter referred to as the "terminating entity", shall cease upon the effective date of the merger.

2. The Articles of Incorporation and the By-Laws of NDS NUTRITIONAL PRODUCTS, INC., as now in force and effect, shall be the Articles of Incorporation and By-Laws of said surviving corporation.

3. All the issued shares of the terminating entity shall not be converted in any manner, but each of said issued shares shall, upon the effective date of the merger, be cancelled.

4. In concurrence with the merger, the terminating entity and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any documents prescribed by the laws of the State of Nevada and the State of Nebraska, and that they will cause to be performed all necessary acts therein to effectuate the merger.

5. The board of directors and officers of the terminating entity and the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

6. The merger herein provided for shall become effective in the State of Nevada and the State of Nebraska on January 1, 2006.

7. The registered agent in the State of Nevada for RECLAIM ENTERPRISES is the Corporation Trust Company, 6100 Nell Road, Suite 500, Reno, Nevada 89511. The registered agent in the State of Nebraska for NDS NUTRITIONAL PRODUCTS, INC., is Cory Wiedel, 13423 Lynam Drive, Omaha, Nebraska 68138.

TRADEMARK