

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/30/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
NSA, Inc.		04/28/2006	CORPORATION: TENNESSEE

RECEIVING PARTY DATA

Name:	NSA, LLC
Street Address:	140 Crescent Drive
City:	Collierville
State/Country:	TENNESSEE
Postal Code:	38017
Entity Type:	LIMITED LIABILITY COMPANY: TENNESSEE

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Registration Number:	1797708	50C
Registration Number:	2407153	JP+ GUMMIES
Registration Number:	1854442	JUICE PLUS +
Registration Number:	2158471	JUICE PLUS+
Registration Number:	2176291	JUICE PLUS+
Registration Number:	2765292	JUICE PLUS+ CHILDREN'S RESEARCH FOUNDATION
Registration Number:	2474348	JUICE PLUS+ COMPLETE
Registration Number:	2758840	JUICE PLUS+ GARDEN BLEND
Registration Number:	2761699	JUICE PLUS+ ORCHARD BLEND
Registration Number:	2154665	JUICE PLUS+ THINS
Registration Number:	2820120	JUICEPLUS.COM
Registration Number:	1720595	NSA
Registration Number:	1681097	NSA

CH \$815.00 1797708

Registration Number:	1684355	NSA
Registration Number:	2150527	NSA
Registration Number:	1450625	NSA
Registration Number:	1720596	NSA
Registration Number:	1684356	NSA
Registration Number:	1724115	NSA
Registration Number:	1680228	NSA
Registration Number:	1722305	NSA
Registration Number:	1722303	NSA
Registration Number:	1717863	NSA
Registration Number:	1675784	NSA
Registration Number:	2152095	NSA
Registration Number:	2525558	NSAONLINE.COM
Registration Number:	2573762	PART TIME MAGIC
Registration Number:	2393587	SUCCESS EXPRESS
Serial Number:	78204135	VINEYARD BLEND
Registration Number:	2402849	VIRTUAL FRANCHISE
Registration Number:	2768233	WINGS
Registration Number:	1710799	WINGS

CORRESPONDENCE DATA

Fax Number: (901)680-7201
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (901) 680-7271
Email: jim.montgomery@butlersnow.com
Correspondent Name: James D. Montgomery
Address Line 1: P.O. Box 171443
Address Line 4: Memphis, TENNESSEE 38187

ATTORNEY DOCKET NUMBER:	023132.41504
NAME OF SUBMITTER:	James D. Montgomery
Signature:	/James D. Montgomery/
Date:	06/20/2007

Total Attachments: 7
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Secretary of State
Division of Business Services
312 Eighth Avenue North
6th Floor, William R. Snodgrass Tower
Nashville, Tennessee 37243

DATE: 04/28/06
REQUEST NUMBER: 5775-2647
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 04/28/06 1153
EFFECTIVE DATE/TIME: 04/30/06 1630
CONTROL NUMBER: 0519160

TO:
CFS
8161 HWY 100 172
NASHVILLE, TN 37221

RE:
NSA, LLC
CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED CERTIFICATE OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

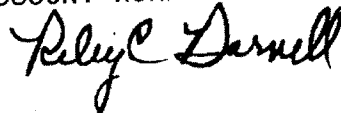
WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY ON DATE: 04/28/06

FROM:
CAPITAL FILING SERVICE (CFS)
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221-0000

RECEIVED: FEES \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00

RECEIPT NUMBER: 00003934896
ACCOUNT NUMBER: 00101230



RILEY C. DARNELL
SECRETARY OF STATE



RECEIVED
STATE OF TENNESSEE

14

2006 APR 28 AM 11:53

RILEY DARNELL
SECRETARY OF STATE

ARTICLES OF MERGER OF
NSA, INC.
WITH AND INTO
NSA, LLC

FILED

Pursuant to the provisions of Sections 48-21-102, 48-21-104, 48-21-107 and 49-249-702 of the Tennessee Code Annotated, the undersigned entities adopt the following Articles of Merger for the purpose of merging into a single entity:

1. The Agreement and Plan of Merger is attached hereto as Appendix "A" and incorporated herein by reference.
2. As to NSA, Inc., the merging company, the Agreement and Plan of Merger and the performance of its terms were approved by its shareholders and board of directors, pursuant to the laws of the State of Tennessee.
3. As to NSA, LLC, the surviving company, the Agreement and Plan of Merger were approved by its member and manager, pursuant to the laws of the State of Tennessee.
4. The merger shall be effective on April 30, 2006.

IN WITNESS WHEREOF, the undersigned have caused this document to be executed as of the 28th day of April, 2006.

NSA, LLC

By: [Signature]
Its: Manager

NSA, INC.

By: [Signature]
Its: Sec.

5775-2847

APPENDIX "A"
Agreement and Plan of Merger
See Attached

Memphis 219318v.1

5775-2648

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made as of this 28th day of April, 2006, by and between NSA, LLC, a Tennessee limited liability company (the "Surviving Company"), NSA HOLDINGS, INC., a Tennessee corporation ("Holding Company"), and NSA, INC., a Tennessee corporation (the "Merging Corporation").

ARTICLE ONE RECITALS

This Plan contemplates a transaction in which the Holding Company will acquire all of the outstanding membership interests of the Surviving Company in exchange for all of the outstanding shares of Merging Corporation capital stock through a forward subsidiary merger of the Merging Corporation with and into the Surviving Company, pursuant to the laws of the State of Tennessee upon the terms and conditions of this Plan.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein, and intending to be legally bound hereby, the parties hereto agree as follows:

ARTICLE TWO PARTIES TO PROPOSED MERGER

Section 2.1. The Merging Corporation. The name of the corporation proposing to merge with and into the Surviving Company is NSA, Inc.

Section 2.2. The Surviving Company. The name of the limited liability company with and into which the Merging Corporation proposed to merge is NSA, LLC.

ARTICLE THREE TERMS AND CONDITIONS OF PROPOSED MERGER AND EFFECTIVE DATE OF THE MERGER

Section 3.1 General. Upon the Effective Date of the Merger (as hereinafter defined): (a) the Merging Corporation shall merge into the Surviving Company, which shall survive the merger and continue to be a Tennessee limited liability company, governed by the laws of the State of Tennessee; and (b) the separate existence of the Merging Corporation shall cease. All liabilities and obligations and all property, including real property, of the Merging Corporation, upon the Effective Date (as defined in Section 3.2 below) shall become the liability, obligation and property of the Surviving Company.

Section 3.2. Effective Date of the Merger. The merger contemplated by this Plan shall become effective on April 30, 2006 (the "Effective Date").

5775.2849

**ARTICLE FOUR
MANNER AND BASIS FOR CONVERTING
INTERESTS OF THE MERGING CORPORATION
INTO SHARES OF THE SURVIVING CORPORATION**

Upon the Effective Date of the Merger, each share of the Merging Corporation common stock outstanding immediately prior to the Effective Date shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into and exchanged for one (1) unit of membership interest in the Surviving Company.

**ARTICLE FIVE
ARTICLES OF ORGANIZATION
THE SURVIVING COMPANY**

The Articles of Organization of the Surviving Company shall remain the Articles of Organization of the Surviving Company following the Effective Date of the Merger, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

**ARTICLE SIX
MANAGERS AND OFFICERS**

The managers of the Surviving Company in office on the Effective Date of the Merger shall remain as the managers of the Surviving Company, and officers of the Surviving Company in office, if any, on the Effective Date of the Merger shall remain as officers of the Surviving Company, if any.

**ARTICLE SEVEN
APPROVAL OF THE MERGER AND
TERMINATION OF THE MERGING CORPORATION**

Section 7.1. Company Approval of Surviving Company. The Plan has been fully and duly approved by the members and managers of the Surviving Company in accordance with the laws of the State of Tennessee.

Section 7.2. Corporate Approval of Merging Corporation and Holding Company. The Plan has been fully and duly approved by the directors and shareholders of the Merging Corporation, and has been fully and duly approved by the directors of the Holding Company, in accordance with the laws of the State of Tennessee.

Section 7.3. Termination. At any time prior to the Effective Date of the Merger, this Plan may be terminated and abandoned by the managers of the Surviving Company, the Board of Directors of the Merging Corporation or the Board of Directors of the Holding Company. In the event of such termination and abandonment, this Plan shall become void and none of the Surviving Company's, the Merging Corporation's or Holding Company's shareholders, members, managers, directors or officers shall be liable in respect to such termination or abandonment.

5775.2658

IN WITNESS WHEREOF, the undersigned have caused this document to be executed as of the date first above written.

NSA, LLC

By: [Signature]
Its: Manager

NSA HOLDINGS, INC.

By: [Signature]
Its: Sec.

NSA, INC.

By: [Signature]
Its: Sec.

5775-2651

Memphis 219311v.1

**CERTIFICATE OF MERGER OF
NSA, INC.
INTO
NSA, LLC**

Pursuant to the applicable provisions of the Tennessee Revised Limited Liability Company Act and the Tennessee Business Corporation Act, the undersigned entities hereby adopt the following Certificate of Merger for the purpose of merging into a single entity:

1. The name and jurisdiction of each constituent party to the merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>
NSA, Inc.	Tennessee
NSA, LLC	Tennessee

2. An Agreement and Plan of Merger has been approved and executed by NSA, Inc., a Tennessee corporation, and NSA, LLC, a Tennessee limited liability company, pursuant to the laws of the State of Tennessee.

3. The name of the surviving entity is NSA, LLC, a Tennessee limited liability company.

4. The merger shall be effective on April 30, 2006.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of NSA, LLC at 140 Crescent Drive, Collierville, Shelby County, Tennessee 38017.

6. A copy of the Agreement and Plan of Merger shall be furnished by NSA, LLC, the surviving entity, on request and without cost, to any person holding an interest in a constituent party to the merger.

IN WITNESS WHEREOF, the undersigned have caused this document to be executed as of the 28th day of April, 2006.

NSA, LLC
By: [Signature]
Its: Manager

NSA, INC.
By: [Signature]
Its: Sec.

MEMPHIS 219323V.1

5775.2652