

04-11-2007

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office



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To the Director of the U.S. Patent and Trademark Office

Record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

Cumberland Swan Holdings, Inc.

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

3. Nature of conveyance/Execution Date(s):

Execution Date(s) January 9, 2007

- ☐ Assignment ☐ Merger
☐ Security Agreement ☒ Change of Name
☐ Joint Research Agreement
☐ Government Interest Assignment
☐ Executive Order 9424, Confirmatory License
☐ Other _____

2. Name and address of receiving party(ies)

Name: Vi-Jon, Inc.

Internal Address: _____

Street Address: 8515 Page Avenue

City: St. Louis

State: MO

Country: USA Zip: 63114

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application or patent number(s):

☐ This document is being filed together with a new application.

A. Patent Application No.(s)

B. Patent No.(s)

N/A

See Attached

Additional numbers attached? ☐ Yes ☐ No

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

Name: Bernard W. Gerdelman

Internal Address: Paule, Camazine & Blumenthal, P.C.

Street Address: 165 N. Meramec Avenue, 6th Floor

City: Clayton

State: MO Zip: 63105

Phone Number: _____

Fax Number: _____

Email Address: _____

6. Total number of applications and patents involved: 4

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 160.00

- ☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☒ Enclosed
☐ None required (government interest not affecting title)

8. Payment Information

- a. Credit Card Last 4 Numbers _____
Expiration Date _____
b. Deposit Account Number _____
Authorized User Name _____

9. Signature: B W Gerdelman

Signature

Date 3-14-07

Bernard W. Gerdelman

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents: 14

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

03/19/2007 DBYRNE 00000170 6514537

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160.00 OP

PATENT
REEL: 019161 FRAME: 0636

Schedule A

Assigned Patents

Patents

<u>Patent Number</u>	<u>Issue Date</u>	<u>Description</u>	<u>Inventor(s)</u>	<u>Country/State</u>
6,514,537	02/04/2003	Magnesium Citrate Solution	William R. Murphy	United States
D433,637	11/14/2000	Bottle	Terry Hailey, et al.	United States
D367,010	02/13/1996	Container and Cap	James R. Moore, et al.	United States
4,767,032	08/30/1988	Paste Dispenser	Eugene W. Smith	United States

STATE OF TENNESSEE
ARTICLES OF MERGER
MERGING
VI-JON LABORATORIES, LLC
AND
VJCS ACQUISITION, INC.
WITH AND INTO
CUMBERLAND SWAN HOLDINGS, INC.

RECEIVED
STATE OF TENNESSEE

2007 JAN -9 PM 12: 17

RILEY DARNELL
SECRETARY OF STATE

5910.1426

Pursuant to Sections 48-21-107 and 48-21-110 of the Tennessee Business Corporation Act (the "Act"), these Articles of Merger have been approved, adopted, certified, executed, and acknowledged by Vi-Jon Laboratories, LLC, a Missouri limited liability company ("Vi-Jon"), VJCS Acquisition Inc., a Delaware corporation ("Acquisition") and Cumberland Swan Holdings, Inc., a Tennessee corporation ("Cumberland").

ARTICLE 1: MERGING ENTITIES

The names, states of organization and the nature or type of entity of Vi-Jon, Acquisition, and Cumberland, which are the constituent entities in the Merger (the "Constituent Entities"), are as follows:

Name	State of Organization	Type of Entity
Vi-Jon Laboratories, LLC	Missouri	Limited Liability Company
VJCS Acquisition, Inc.	Delaware	Corporation
Cumberland Swan Holdings, Inc.	Tennessee	Corporation

Vi-Jon and Acquisition propose to merge with and into Cumberland (the "Merger") with Cumberland being the surviving entity. The name of Cumberland shall be changed effective upon the consummation of the Merger and the name and identity of the surviving entity shall thereafter be Vi-Jon, Inc. (the "Surviving Entity").

ARTICLE 2: AGREEMENT AND PLAN OF MERGER

The Agreement and Plan of Merger, approved by each of the Constituent Entities in the manner prescribed by law, is set forth in Exhibit A attached hereto and incorporated for all purposes into these Articles of Merger, the same as if fully copied and set forth at length.

ARTICLE 3: APPROVAL

3.1 The Agreement and Plan of Merger was duly adopted by the board of directors of Cumberland in accordance with the Act.

3.2 Pursuant to Section 48-21-104 of the Act, approval by the shareholders of Cumberland is required. The Agreement and Plan of Merger setting forth the terms and

conditions of the Merger has been authorized and approved by the affirmative vote of the required percentage of all of the votes entitled to be cast.

3.3 Pursuant to Section 347.079 of the Missouri Limited Liability Act, approval or consent of all members of Vi-Jon is required. The Agreement and Plan of Merger setting forth the terms and conditions of the Merger has been duly authorized and approved by the members of Vi-Jon by all action required by the laws of Missouri.

3.4 The Agreement and Plan of Merger was duly adopted by the board of directors of Acquisition in accordance with the General Corporation Law of the State of Delaware.

3.5 Pursuant to Title 8, Section 251 of the General Corporation Law of the State of Delaware, approval by the shareholders of Acquisition is required. The Agreement and Plan of Merger setting forth the terms and conditions of the Merger has been authorized and approved by the affirmative vote of the required percentage of all votes entitled to be cast.

ARTICLE 4: EFFECTIVE TIME AND DATE

These Articles of Merger shall be effective as the 9th day of January, 2007.

[Remainder of page intentionally left blank]

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IN WITNESS WHEREOF, the parties have executed this Articles of Merger as of
December __, 2006.

VI-JON LABORATORIES, LLC

By: VJCS Acquisition, Inc., its sole member

By: Kirk Sanders
Name: Kirk Sanders
Title: President

5910.1428

VJCS ACQUISITION, INC.

By: Kirk Sanders
Name: Kirk Sanders
Title: President

CUMBERLAND SWAN HOLDINGS, INC.

By: Kirk Sanders
Name: Kirk Sanders
Title: President

5910.1429

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

**AGREEMENT AND PLAN OF MERGER
MERGING
VI-JON LABORATORIES, LLC
AND
VJCS ACQUISITION, INC.
WITH AND INTO
CUMBERLAND SWAN HOLDINGS, INC.**

Pursuant to Sections 48-21-102 and 48-21-110 of the Tennessee Business Corporation Act, Section 347.715 of the Missouri Limited Liability Company Act, and Title 8, Section 252 of the Delaware General Corporation Law, this Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by Vi-Jon Laboratories, LLC, a Missouri limited liability company ("Vi-Jon"), VJCS Acquisition, Inc., a Delaware corporation ("Acquisition"), and Cumberland Swan Holdings, Inc., a Tennessee corporation ("Cumberland").

ARTICLE 1: MERGING ENTITIES

The names, states of organization and the nature or type of entity of Vi-Jon, Acquisition, and Cumberland, which are the constituent entities in the Merger (the "Constituent Entities"), are as follows:

Name	State of Organization	Type of Entity
Vi-Jon Laboratories, LLC	Missouri	Limited Liability Company
VJCS Acquisition, Inc.	Delaware	Corporation
Cumberland Swan Holdings, Inc.	Tennessee	Corporation

ARTICLE 2: SURVIVING ENTITY

Vi-Jon and Acquisition propose to merge with and into Cumberland (the "Merger") with Cumberland being the surviving entity. The purpose, existence, rights, privileges, powers, franchises, properties and assets of Cumberland shall continue unaffected and unimpaired by the Merger. The name of Cumberland shall be changed effective upon the consummation of the Merger and the name and identity of the surviving entity shall thereafter be Vi-Jon, Inc. (the "Surviving Entity").

ARTICLE 3: TERMS AND CONDITIONS

3.1 The Merger shall be consummated only pursuant to and in accordance with this Agreement and Plan of Merger. The Merger shall become effective as of the 9th day of January, 2007 (the "Effective Time").

3.2 At the Effective Time, Vi-Jon and Acquisition shall be merged into Cumberland. Cumberland shall survive the Merger and continue to be a corporation governed by the laws of the State of Tennessee, and the separate existence of Vi-Jon and Acquisition shall cease. The

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name of Cumberland shall be changed effective upon the consummation of the Merger to Vi-Jon, Inc.

3.3 All outstanding membership interests in Vi-Jon shall automatically and by operation of law be canceled and any certificates evidencing ownership of such membership interests shall be void and of no effect.

3.4 All outstanding shares of Cumberland Common Stock shall be canceled and any certificates evidencing ownership of such shares shall be void and of no effect.

3.5 At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the one hundred (100) outstanding shares of Acquisition stock shall be converted into and become five million three hundred fifty-nine thousand four hundred ninety seven (5,359,497) validly issued, fully paid shares of Cumberland common stock, no par value.

3.6 All the property, rights privileges, powers, franchises of Cumberland, Vi-Jon and Acquisition shall vest in the Surviving Entity, and all debts, liabilities and duties of Cumberland, Vi-Jon and Acquisition shall become the debts, liabilities and duties of the Surviving Entity.

ARTICLE 4: AMENDMENTS TO ORGANIZATIONAL DOCUMENTS

4.1 Upon the effectiveness of the Merger, the Charter of the Surviving Entity shall be amended and restated in its entirety in the form attached hereto as Exhibit A.

4.2 Upon the effectiveness of the Merger, the By-Laws of the Surviving Entity shall be the same as those of Cumberland.

ARTICLE 5: MERGER DOCUMENTS

5.1 The duly executed Agreement and Plan of Merger shall be maintained on file at the principal place of business of the Surviving Entity. The address of the principal place of business of the Surviving Entity is 8515 Page Avenue, St. Louis, Missouri, 63114.

5.2 A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any shareholder or member, as applicable, of the Constituent Entities.

ARTICLE 6: EFFECTIVE TIME AND DATE

The Merger shall be effective January 9, 2007.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties have executed this Articles of Merger as of
December 31, 2006.

VI-JON LABORATORIES, LLC

By: VJCS Acquisition, Inc., its sole member

By: Kirk Sanders
Name: Kirk Sanders
Title: President

5910.1432

CUMBERLAND SWAN HOLDINGS, INC.

By: Kirk Sanders
Name: Kirk Sanders
Title: President

VJCS ACQUISITION, INC.

By: Kirk Sanders
Name: Kirk Sanders
Title: President

5910.1433

EXHIBIT A
AMENDED AND RESTATED CHARTER

**AMENDED AND RESTATED CHARTER
OF
VI-JON, INC.**

Pursuant to the provisions of Section 48-21-102 of the Tennessee Business Corporation Act (the "Act"), the amended and restated Charter of Cumberland Swan Holdings, Inc. shall be as follows:

1. The name of the corporation is Vi-Jon, Inc.
2. The corporation is for profit.
3. The street address of the corporation's principal office is:

8515 Page Ave.
St. Louis, MO 63114

4. (a) The name of the corporation's registered agent is CT Corporation System.
- (b) The street address of the corporation's registered office in Tennessee is:

800 South Gay Street
Suite 2021
Knoxville, TN 37929-9710

5. The name and address of the incorporator is:

D. Scott Holley
Bass, Berry & Sims PLC
2700 First American Center
Nashville, TN 37238-2700

6. The number of shares of stock the corporation is authorized to issue is six million (6,000,000) shares of common stock, no par value.
7. The shareholders of the corporation shall not have preemptive rights.
8. To the fullest extent permitted by the Tennessee Business Corporation Act as in effect on the date hereof and as amended from time to time, a director of the corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Tennessee Business Corporation Act of any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Business Corporation Act, as so amended from time to time. Any repeal or

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Exhibit A

modification of this Paragraph 8 by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK; SIGNATURE PAGE FOLLOWS]

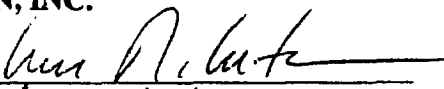
5910.1435

Exhibit A

The undersigned hereby certifies that the foregoing Amended and Restated Charter of Vi-Jon, Inc. was duly adopted and approved by the Board of Directors and the shareholders of Vi-Jon, Inc.

Dated: January 8, 2006,

VI-JON, INC.

By: 
Name: LOUIS N. LADERMAN
Title: SECRETARY

5910.1436

ISSUANCE DATE: 01/12/2007
REQUEST NUMBER: 07012123

Secretary of State

Division of Business Services

312 Eighth Avenue North

6th Floor, William R. Snodgrass Tower

Nashville, Tennessee 37243

FILE/REGISTRATION DATE: 07/20/1999

STATUS: ACTIVE

CONTROL NUMBER: 0374272

JURISDICTION: TENNESSEE

TO:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

REQUESTED BY:
CFS
8161 HIGHWAY 100
#172
NASHVILLE, TN 37221

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT

"VI-JON, INC."

WAS FORMED OR REGISTERED TO DO BUSINESS IN THE STATE OF TENNESSEE ON THE ABOVE
DATE, AND THAT THE ATTACHED DOCUMENT(S) WAS/WERE FILED IN THIS OFFICE ON THE
DATE(S) AS INDICATED BELOW:

REFERENCE NUMBER	DATE FILED	FILING TYPE	FILING ACTION								
5910-1426	01/09/2007	OTHER	NAM	DUR	STK	PRN	OFC	AGT	INC	MAL	FYC
			X				X				

FOR: REQUEST FOR COPIES

ON DATE: 01/12/07

FEES

RECEIVED: \$40.00 \$0.00
TOTAL PAYMENT RECEIVED: \$40.00

RECEIPT NUMBER: 00004070051
ACCOUNT NUMBER: 00101230

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



SS-4458

RECORDED: 03/19/2007

Riley C Darnell

RILEY C. DARNELL
SECRETARY OF STATE

PATENT

REEL: 019161 FRAME: 0649