

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME
CONVEYING PARTY DATA	
Name	Execution Date
Cumberland Swan Holdings, Inc.	12/31/2006
RECEIVING PARTY DATA	
Name:	Vi-Jon, Inc.
Street Address:	8515 Page Ave.
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63114
PROPERTY NUMBERS Total: 2	
Property Type	Number
Patent Number:	D559114
Patent Number:	D554517
CORRESPONDENCE DATA	
Fax Number:	3146122307
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	314-621-5070
Email:	vlechner@armstrongteasdale.com
Correspondent Name:	David B. Jennings
Address Line 1:	Armstrong Teasdale LLP
Address Line 2:	7700 Forsyth Blvd., Suite 1800
Address Line 4:	St. Louis, MISSOURI 63105
ATTORNEY DOCKET NUMBER:	9226-3
NAME OF SUBMITTER:	David B. Jennings
Total Attachments: 12 source=Articles of Merger#page1.tif source=Articles of Merger#page2.tif	

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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: 01/09/07
REQUEST NUMBER: 5910-1426
TELEPHONE CONTACT: (615) 741-2286
FILE DATE/TIME: 01/09/07 1217
EFFECTIVE DATE/TIME: 01/09/07 1630
CONTROL NUMBER: 0374272

TO:
PAULE CAMAZINE & BLUMENTHAL
165 NO. MERAMEC AVE
ST LOUIS, MO 63105

RE:
VI-JON, INC.
OTHER DOCUMENT

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

FOR: OTHER DOCUMENT

ON DATE: 01/09/07

FROM:
PAULE CAMAZINE & BLUMENTAL
165 N MERAMEC AVE

ST. LOUIS, MO 63105-0000

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

RECEIPT NUMBER: 00004066543
ACCOUNT NUMBER: 00273420



SS-4458

Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE
PATENT

REEL: 029301 FRAME: 0845

RECEIVED
STATE OF TENNESSEE
FILED
2007 JAN -9
RILEY DARNELL
SECRETARY OF STATE

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

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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 I: 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.

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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*

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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
MERCING
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: MERCING 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

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.

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IN WITNESS WHEREOF, the parties have executed this Articles of Merger as of December21, 2006.

VI-JON LABORATORIES, LLC

By: VJCS Acquisition, Inc., its sole member

By: *Kirk Sanders*
Name: Kirk Sanders
Title: President

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CUMBERLAND SWAN HOLDINGS, INC.

By: *Kirk Sanders*
Name: Kirk Sanders
Title: President

VJCS ACQUISITION, INC.

By: *Kirk Sanders*
Name: Kirk Sanders
Title: President

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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.


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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

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