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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

**STATEMENT OF CHANGE OF REGISTERED AGENT
BY THE CORPORATION**

Pursuant to the provisions of Sections 7-1.2-502 or 7-1.2-1409 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation submits the following statement for the purpose of changing its registered agent and its registered office in the state of Rhode Island:

1. The name of the corporation is Natrol Products, Inc.
2. The address of the registered office as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
CT Corporation System 10 Weybosset Street Providence, RI 02903
3. The address of the NEW registered office is:
222 Jefferson Blvd., Suite 200, Warwick, RI 02888
4. The name of the registered agent as PRESENTLY shown in the corporate records on file with the Rhode Island Secretary of State is:
10 Weybosset Street, Providence, RI 02903 CT Corporation System
5. The name of the NEW registered agent is:
National Registered Agents, Inc.
6. The appointment of a new registered agent and the new registered office, as the case may be, shall become effective upon the filing of this statement, or on _____
(a date not prior to, nor more than 30 days after, filing this statement)

Under penalty of perjury, I declare and affirm that I have examined this Statement of Change of Registered Agent by the Corporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: October 29, 2008

Judy Culver
Signature of Authorized Officer of the Corporation
JUDY CULVER, ATTORNEY-IN-FACT FOR LOIDA C. RUBIO,
CORPORATE SECRETARY
Type or Print Name of Authorized Officer

FILED

NOV 03 2008

By JPB 72313

CALIFORNIA JURAT WITH AFFIANT STATEMENT

☒ See Attached Document (Notary to cross out lines 1-6 below)

☐ See Statement Below (Lines 1-5 to be completed only by document signer[s], *not* Notary)

~~_____
Signature of Document Signer No. 1~~

~~_____
Signature of Document Signer No. 2 (if any)~~

State of California

County of LOS ANGELES



Subscribed and sworn to (or affirmed) before me on this

24TH day of OCTOBER, 2008, by
Date Month Year

(1) LOIDA RUBIO
Name of Signer

proved to me on the basis of satisfactory evidence
to be the person who appeared before me (.) ~~X~~

(and

(2) _____
Name of Signer

~~proved to me on the basis of satisfactory evidence
to be the person who appeared before me.)~~

Signature Eileen Taylor
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

*Though the information below is not required by law, it may prove
valuable to persons relying on the document and could prevent
fraudulent removal and reattachment of this form to another document.*

Further Description of Any Attached Document

Title or Type of Document: POWER OF ATTORNEY

Document Date: OCTOBER 24, 2008 Number of Pages: 3

Signer(s) Other Than Named Above: NONE

RIGHT THUMBPRINT OF SIGNER #1
Top of thumb here

RIGHT THUMBPRINT OF SIGNER #2
Top of thumb here

STATE OF California
COUNTY OF Los Angeles

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Loida Rubio, Corporate Secretary of Natrol, Inc. ("The Company"), a corporation established under the laws of Delaware, and of each of the subsidiary entities shown on the list appended hereto, does hereby appoint Judy Culver and Christy McCullough attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities having taken all necessary steps to authorized the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Judy Culver shall exercise the power of Vice President and Christy McCullough shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or when revoked by Loida Rubio, which ever shall occur first.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 24th day of OCTOBER, 2008.

Natrol, Inc.

BY: Loida C Rubio
Loida Rubio, Corporate Secretary

Subscribed and sworn to before me this _____ day of _____, 2008.

Notary Public

SEE ATTACHED CERTIFICATE

2008 NOV -3 AM 11:37

Natrol, Inc.

California

Delaware

Natrol Products, Inc.

Alabama

Arkansas

California

Colorado

Connecticut

Delaware

Florida

Georgia

Illinois

Indiana

Iowa

Kansas

Massachusetts

Michigan

Mississippi

Nevada **

New Jersey

New York

North Carolina

Ohio

Oklahoma **

Oregon

Pennsylvania

Rhode Island

South Carolina

Texas

Utah

Virginia

Washington

West Virginia

Wisconsin

Natrol Acquisition Corp.

California

Delaware

Natrol Direct, Inc.

California

Delaware

Natrol Real Estate, Inc.
California

Natrol Real Estate II, Inc.
California

Prolab Nutrition, Inc.
California
Connecticut

Medical Research Institute
California
Pennsylvania **
Michigan **
Utah ?

** If in good standing, switch to NRAI. If not in good standing, do not switch.