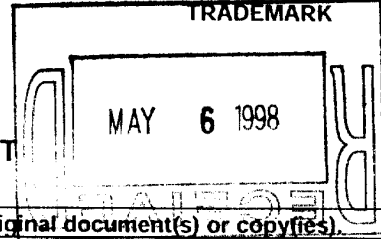


05-18-1998

ma
5/6/98



REC 100712844



TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other _____
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year
06 16 1997

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name Granite State Packing Company, Inc.

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization New Hampshire

Receiving Party

Mark if additional names of receiving parties attached

Name Jac Pac Foods, Ltd.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 163 Hancock Street

Address (line 2) _____

Address (line 3) Manchester
City

New Hampshire / USA
State/Country

03108
Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization New Hampshire

05/15/1998 TTGN11 00000210 1747250

FOR OFFICE USE ONLY

01 FC:481

40.00 DP

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

| | | |
|----------------------|----------------------|----------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

| | | |
|--|----------------------|----------------------|
| <input type="text" value="1,747,258"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |
| <input type="text"/> | <input type="text"/> | <input type="text"/> |

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

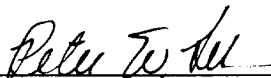
No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Peter W. Leberman

Name of Person Signing



Signature

5/5/98

Date Signed

State of New Hampshire
Department of State

CERTIFICATE OF AMENDMENT OF
GRANITE STATE PACKING COMPANY, INC.

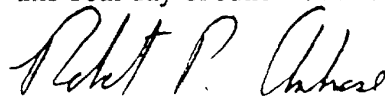
Now known as:

JAC PAC FOODS, LTD.

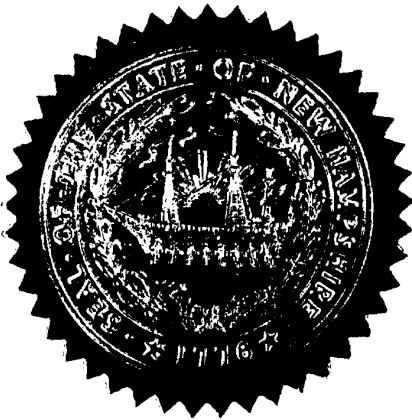
The undersigned, as Deputy Secretary of State of the State of New Hampshire, hereby certifies that Articles of Amendment to the Articles of Incorporation of GRANITE STATE PACKING COMPANY, INC., duly signed pursuant to the provisions of the New Hampshire Business Corporation Act, have been received in this office.

ACCORDINGLY the undersigned, as such Deputy Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of GRANITE STATE PACKING COMPANY, INC. and attaches hereto a copy of the Articles of Amendment.

IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 16th day of June A.D. 1997



Robert P. Ambrose
Deputy Secretary of State



STATE OF NEW HAMPSHIRE

Filing fee: \$ 35.00
Use black print or type
Leave 1" margins both sides

Form No. 14
RSA 293-A:10.06

FILED

JUN 16 1997

**WILLIAM M. GARDNER
NEW HAMPSHIRE
SECRETARY OF STATE**

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION

PURSUANT TO THE PROVISIONS OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE
UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS
ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Granite State Packing Company, Inc.

SECOND: The text of each amendment adopted is:

To delete and replace Article First in its entirety with the following:

“ First: The name of the Corporation is “ Jac Pac Foods, Ltd.”

THIRD: If the amendment provides for an exchange, reclassification, or cancellation of issued shares, the
provisions for implementing the amendment(s) if not contained in the above amendment are:

N/A

FOURTH: The amendment(s) were adopted on May 27, 1997

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF Granite State Packing Company, Inc.

Form No. 14
(Cont.)

FIFTH: (Check one)

A. The amendment(s) were adopted by the incorporators or board of directors without shareholder action and shareholder action was not required.

B. The amendment(s) were approved by the shareholders. (Note 1)

| Designation (class or series) <u>of voting group</u> | Number of <u>shares outstanding</u> | Number of votes entitled <u>to be cast</u> | Number of votes indisputably represented at <u>the meeting</u> |
|--|--|--|---|
| Class A Common | 2,599 | 2,599 | 2,029 |
| Class B Common (Non-Voting) | 1,549 | -0- | N/A |

| Designation (class or series) <u>of voting group</u> | Total number of votes cast: | | <u>OR</u> | Total number of undisputed <u>votes cast FOR</u> |
|--|-----------------------------|----------------|-----------|---|
| | <u>FOR</u> | <u>AGAINST</u> | | |
| Class A Common | 2,029 | -0- | | 2,029 |
| Class B Common (Non-Voting) | N/A | | | N/A |

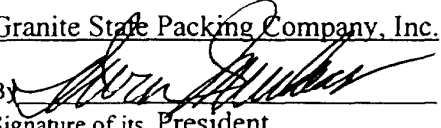
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF Granite State Packing Company, Inc.

Form No. 14
(Cont.)

SIXTH: The number cast for the amendment(s) by each voting group was sufficient for approval by each voting group.

Dated: June 3, 1997

Granite State Packing Company, Inc. (Note 2)

By  (Note 3)
Signature of its President.

Irwin Muskat

Print or type name:

- Notes: 1. All sections under "B." must be completed. If any voting group is entitled to vote separately, give respective information for each voting group. (See RSA 293-A:1.40 for definition of voting group.)
2. Exact corporate name of corporation adopting articles of amendment.
3. Signature and title of person signing for the corporation. Must be signed by the chairman of the board of directors, president or another officer; or see RSA 293-A:1.20(f) for alternative signatures.

Mail fee and ORIGINAL and ONE EXACT OR CONFORMED COPY to: Secretary of State,
State House, Room 204, 107 North Main Street, Concord, NH 03301-4989