

05-27-1998

MED 3-23-98



100718941

MAR 23 1998



To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):

Lascco Acquisition Co., Inc.

2. Name and address of receiving party(ies):

Name: Ocean Beauty Seafoods, Inc.

Internal Address: _____

Street Address: 1100 West Ewing Street

City Seattle, State WA ZIP 98017

- Individual(s)
 - General Partnership
 - Corporation-State (California)
 - Other _____
- Additional name(s) of conveying party(ies) attached? Yes No

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Washington
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of Conveyance: *MED 3-23-98*

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: August 9, 1996

4. Application number(s) or registration numbers(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
See attached list

Additional numbers attached? Yes No

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

Name: I. Morley Drucker, Esq.

Internal Address: FULWIDER PATTON LEE & UTECHT, LLP

Street Address: 10877 Wilshire Boulevard

Tenth Floor

City: Los Angeles, State CA ZIP 90024

4/03/1996 SSMITH 00000038 315277
 1 FC:481 40.00 DP
 2 FE:482 250.00 DP

6. Total No. of applications and registrations involved
Eleven (11)

7. Total fee (37 CFR 3.41):.....\$ 290.00
- Enclosed
 - Authorized to be charged to deposit account
 - Any deficiencies in enclosed fees

8. Deposit account number: 06-2425

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

I. Morley Drucker, Esq.

Name of Person Signing

I. Morley Drucker

Signature

March 20, 1998

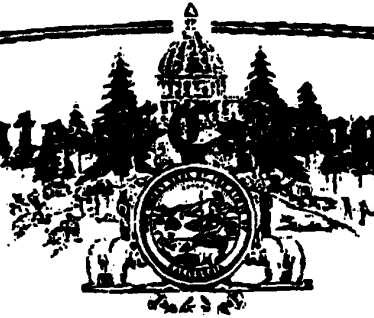
Date

LIST OF TRADEMARK REGISTRATION NOS.

<u>TRADEMARK</u>	<u>DATE OF REGISTRATION</u>	<u>REGISTRATION NUMBER</u>
LASCCO	7/24/34	315,277
KODIKOOK	9/4/51	547,550
LASCCO & DESIGN	10/27/53	581,677
LASCCO & SMOKED SLICED SALMON PACKAGE DESIGN	4/16/57	644,271
LASCCO & DESIGN	7/20/65	793,022
LASCCO & DESIGN	4/30/68	848,301
FISH & BACKGROUND DESIGN	8/16/77	1,071,553
LASCCO & DESIGN	8/16/77	1,071,554
L.V. GOLDEN	5/7/85	1,334,535
LASCCO & FISH & SAILING SHIP DESIGN	3/29/94	1,828,433
LASCCO FISH DESIGN & GREEN BACKGROUND	4/19/94	1,831,473

TRADEMARK
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State of California



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SECRETARY OF STATE

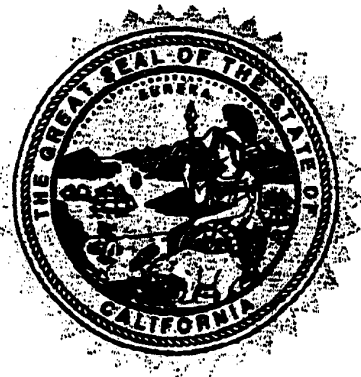
CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

AUG 13 1996



Bill Jones

Secretary of State

STATE FORM CE-107 (REV. 6/95) 2

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TRADEMARK


REEL: 1729 FRAME: 0788


FROM ERVIN, COHEN & JESSUP LLP

DATED this 9 day of August, 1996.

OCEAN BEAUTY SEAFOODS, INC.

LASCCO ACQUISITION CO., INC.

By 
Michael D. Selby, Chairman
of the Board and Chief
Executive Officer

By 
Howard B. Klein, Chairman of
the Board and Chief Executive
Officer

I, Michael D. Selby, as Chairman of the Board of Ocean Beauty Seafoods, Inc., certify under penalty of perjury of law that the information contained in these Articles of Merger is true and accurate.

Dated: August 9, 1996


Michael D. Selby

I, Howard B. Klein, as Chairman of the Board of Lascco Acquisition Co., Inc., certify under penalty of perjury of law that the information contained in these Articles of Merger is true and accurate.

Dated: August 9, 1996


Howard B. Klein

PLAN OF MERGER

THIS PLAN OF MERGER, effective as of the 9th day of August, 1996, by and between LASCCO ACQUISITION CO., INC., a California corporation (the "Merged Corporation"), and OCEAN BEAUTY SEAFOODS, INC., a Washington corporation (the "Surviving Corporation").

R E C I T A L S :

A. The Merged Corporation is a corporation organized and existing under the laws of the state of California.

B. The Surviving Corporation is a corporation organized and existing under the laws of the state of Washington.

C. The Board of Directors and the shareholders of the Merged Corporation and the Surviving Corporation, respectively, deem it advisable for the Merged Corporation to merge with and into the surviving Corporation.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the Merged Corporation and the surviving Corporation hereby agree to the following Plan of Merger:

1. Names of Constituent Corporations. LASCCO Acquisition Co., Inc. will be merged with and into Ocean Beauty Seafoods, Inc. Ocean Beauty Seafoods, Inc. will be the Surviving Corporation.

2. Terms and Conditions of Merger. Upon the effective date of the merger: the separate corporate existence of the Merged Corporation shall cease; title to all real estate and other property owned by the Merged Corporation or the Surviving Corpora-

SI-616962.1

EXHIBIT A

FROM ERVIN COHEN & JESSOP LLP
TRADEMARK
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tion shall be vested in the Surviving Corporation without reversion or impairment; and the Surviving Corporation shall have all rights and liabilities of the Merged Corporation and the Surviving Corporation. Any proceeding pending by or against the Merged Corporation or the Surviving Corporation may be continued as if such merger did not occur, or the Surviving Corporation may be substituted in the proceeding for the Merged Corporation.

3. Governing Law. The laws of the state of Washington shall govern the Surviving Corporation.

4. Name. The name of the Surviving Corporation shall be Ocean Beauty Seafoods, Inc.

5. Registered Office and Agent. The address of the registered office of the Surviving Corporation shall be 1100 West Ewing Street, Seattle, WA 98107. The registered agent shall be Douglas A. Duhning.

6. Accounting. The assets and liabilities of the Merged Corporation and the Surviving Corporation as of the effective date of the merger shall be taken up on the books of the Surviving Corporation at the amounts at which they are carried at that time on the respective books of the Merged and Surviving Corporations.

7. Articles of Incorporation. The Articles of Incorporation of Ocean Beauty Seafoods, Inc., as of the effective date of the merger, shall constitute the Articles of Incorporation of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.

8. Bylaws. The Bylaws of Ocean Beauty Seafoods, Inc., as of the effective date of the merger shall be the Bylaws of the Surviving Corporation until the same shall be altered or amended in accordance with the provisions thereof.


9. Directors and Officers. The directors and officers of Ocean Beauty Seafoods, Inc., as of the effective date of the merger shall be the directors of the Surviving Corporation until their respective successors are duly elected and qualified.

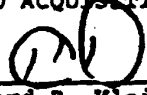
10. Manner and Basis of Converting Shares. As of the effective date of the merger: (a) all outstanding common shares of the Merged Corporation shall be converted into 698 shares of the Surviving Corporation; (b) all of the outstanding preferred shares of the Merged Corporation shall be canceled; and (c) each outstanding share of Ocean Beauty Seafoods, Inc. shall be and remain an outstanding share of common stock of the Surviving Corporation.

IN WITNESS WHEREOF, this Plan of Merger has been adopted by the undersigned corporations as of this 9th day of August, 1996.

OCEAN BEAUTY SEAFOODS, INC.

LASCCO ACQUISITION CO., INC.

By 
Michael D. Selby, Chairman
the Board and Chief Executive
Officer

By 
Howard B. Klein, Chairman of
the Board and Chief Executive
Officer