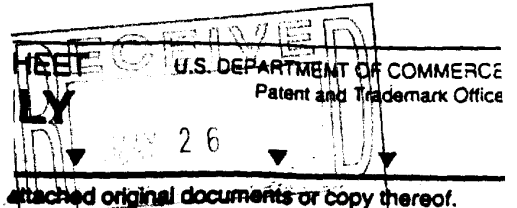


05-28-1998



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To the Honorable Commissioner of P.

100720153

attached original documents or copy thereof.

1. Name of conveying party(ies):

ARCTIC ALASKA FISHERIES CORPORATION

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

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

3. Nature of conveyance:

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

Execution Date: January 10, 1995

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

Name: Tyson Seafood Group, Inc.

Internal Address: Suite 200, Fisherman's Center

Street Address: Fisherman's Terminal

City: Seattle State: WA ZIP: 98119

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,335,705

Additional numbers attached?  Yes  No

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

Name: Lawrence R. Watson

Internal Address: Gardere & Wynne, L.L.P.

Street Address: 100 West Fifth Street

Suite 200

City: Tulsa State: OK ZIP: 74103

6. Total number of applications and registrations involved: .....

-1-

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

07-0153

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

05/27/1998 SSMITH 00000098 1335705

DO NOT USE THIS SPACE

01 FC:481

40.00 OP

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.

Lawrence R. Watson  
Name of Person Signing

Signature

5/22/98  
Date

TRADEMARK  
Total number of pages comprising cover sheet: 5  
REEL: 1730 FRAME: 0783



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STATE of WASHINGTON    SECRETARY of STATE

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I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

*CERTIFICATE OF AMENDMENT*

to

ARCTIC ALASKA FISHERIES CORPORATION

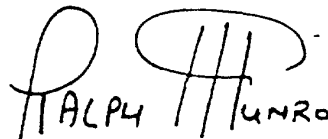
a Washington                      Profit                      corporation. Articles of Amendment were  
filed for record in this office on the date indicated below.

Changing name to TYSON SEAFOOD GROUP, INC.

U.B.I. Number:    601 408 330

Date:    January 10, 1995

*Given under my hand and the seal of the State  
of Washington, at Olympia, the State Capital*

  
RALPH MUNRO

---

Ralph Munro, Secretary of State

ARTICLES OF AMENDMENT  
OF  
ARCTIC ALASKA FISHERIES CORPORATION

FILED  
STATE OF WASHINGTON  
JAN 10 1995  
RALPH MUNRO  
SECRETARY OF STATE

Pursuant to RCW 23B.10.060, the following Articles of Amendment are submitted for filing:

1. The name of the corporation is Arctic Alaska Fisheries Corporation.
2. Article 1 of the Amended Articles of Incorporation of Arctic Alaska Fisheries Corporation is hereby amended as follows:


ARTICLE 1. NAME

The name of this corporation is Tyson Seafood Group, Inc.

3. The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

4. The amendment was adopted on December 5th, 1994 by the board of directors without shareholder action. Shareholder action was not required pursuant to RCW 23B.10.020.

The undersigned executes these Articles of Amendment as Assistant Secretary of Arctic Alaska Fisheries Corporation this 5th day of December, 1994.

  
\_\_\_\_\_  
David L. Van Bebber  
Assistant Secretary

ACTION BY WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS  
OF  
ARCTIC ALASKA FISHERIES CORPORATION

The undersigned being all of the members of the Board of Directors of Arctic Alaska Fisheries Corporation, a Washington corporation (the "Corporation"), hereby, by this written consent, in accordance with RCW §23B.08.010 and RCW §23B.08.210, adopt the following resolutions to have the same force and effect as if the same had been unanimously adopted at a duly convened meeting of the Board of Directors of the Corporation, and hereby direct the Secretary of the Corporation to file this written consent, which may be executed in multiple counterparts which together shall bear the signature of all of the members of the Board of Directors, in the minute book of the Corporation.

The following resolutions are hereby adopted by the Board of Directors:

WHEREAS, the Corporation desires to amend its Amended Articles of Incorporation and change its name to "Tyson Seafood Group, Inc.;" and

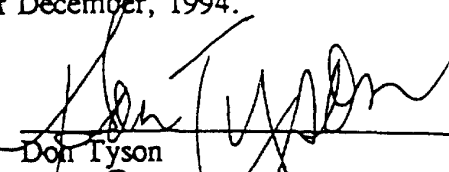
WHEREAS, such action does not require any consent of shareholders;

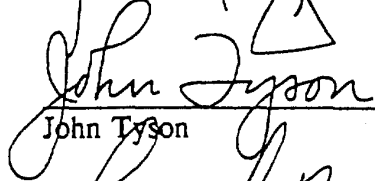
NOW, THEREFORE, BE IT RESOLVED, that the Corporation amend Article 1 of its Amended Articles of Incorporation in its entirety as follows:

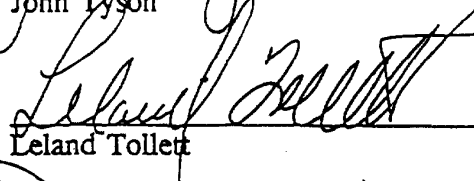
"The name of this corporation is Tyson Seafood Group, Inc.;" and

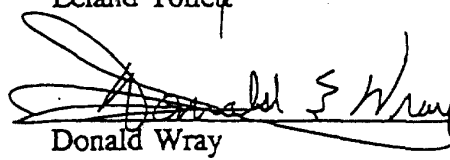
FURTHER RESOLVED, that the appropriate officers of the Corporation be, and each hereby is, authorized and empowered to do or cause to be done all such acts or things, and to sign and deliver or cause to be signed and delivered all such documents, instruments or agreements, including without limitation any and all notices of certificates required or permitted to be given to any person in connection with such amendment, in the name and on behalf of the Corporation, as any of them may, in their discretion, deem necessary, advisable or appropriate to effectuate or carry out the purposes of the foregoing resolutions.

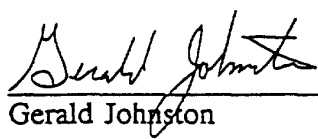
IN WITNESS WHEREOF, I have here unto set my hand as a member of the Board of Directors of the Corporation as of this 5th day of December, 1994.

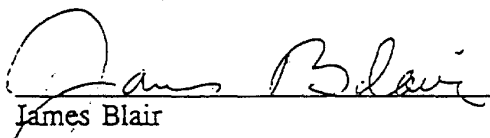
  
Don Tyson

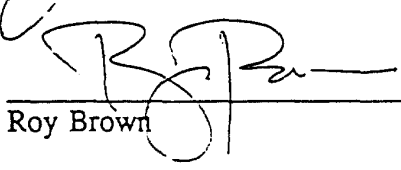
  
John Tyson

  
Leland Tollett

  
Donald Wray

  
Gerald Johnston

  
James Blair

  
Roy Brown