

7/23/98

08-12-1998



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COVER SHEET

Y

JUL 23 1998

To the Honorable Commission

Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

SUNRICH FRESH PROCESSORS, INC.

- Individual(s)
- General Partnership
- Corporation - State of California
- Other: _____
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Sun Rich Fresh Processors, Inc.

Street Address: 500 W. Bateman Circle

City: Corona State: CA Zip: 91720

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - State of California
- Other: _____

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

3. Nature of Conveyance:

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

Execution Date: November 25, 1996

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s)

75/102,640

B. Registration No.(s)

Additional numbers attached? Yes No

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

Name: Chris Wilson

Internal Address: _____

Street Address: Arnold & Porter

555 Twelfth Street N.W.

City: Washington State: DC ZIP: 20004-1202

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:

01-2510

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

08/07/1998 ISHAB077 00000057 012510 75102640

01 FC:481

40.00 CH

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.

James T. Walsh, Esq.

Name of Person Signing

Signature

July 21, 1998

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

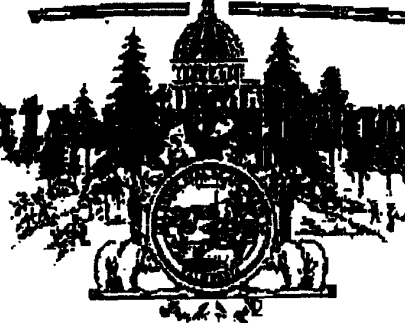
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for 'SAW'
SUN RICH

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INC.

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604 244 6811 P.02/03

State of California



SECRETARY OF STATE

CORPORATION DIVISION

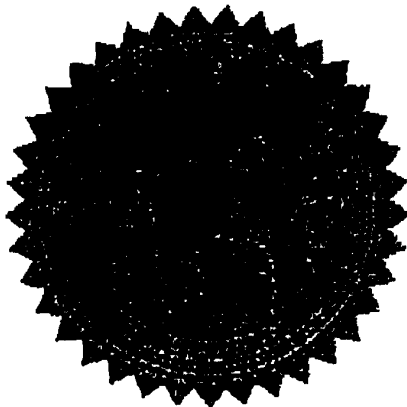
SUN RICH FRESH PROCESSORS INC.

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

That the annexed transcript was prepared by and in
this office from the record on file, of which it purports
to be a copy, and that it is full, true and correct.

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

JUL 0 8 1997



Secretary of State

Received Feb 03 04:31PM (01:08) on line
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for 'SAN'
SUN RICH

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INC.

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FILED *Jo*
in the office of the Secretary of State
of the State of California

DEC - 5 1996

Bill Jones
BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

Brian A. Tieszen and Kim Tieszen certify that:

1. They are the President and the Secretary, respectively, of
SUNRICH FRESH PROCESSORS INC., a California corporation.

2. Article I of the articles of incorporation of this corporation is amended to read as
follows:

The name of the Corporation is "SUN RICH FRESH PROCESSORS INC."

3. The foregoing amendment of articles of incorporation has been duly approved by
the Board of Directors of this corporation.

4. The foregoing amendment of articles of incorporation has been duly approved by
the required vote of shareholders of this corporation in accordance with Section 902 of the
California Corporations Code. The total number of outstanding shares of the corporation is One
Thousand (1,000). The number of shares voting in favor of the amendment equaled or exceeded
the vote required. The percentage vote required was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that
the matters set forth in this certificate are true and correct of our own knowledge.

Dated: Nov. 25, 1996

Brian A. Tieszen

Brian A. Tieszen, President

Kim Tieszen

Kim Tieszen, Secretary

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