



Tab settings

To the Honorable Commissioner of Patents and Trademarks

100799883

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Star Snacks Co., Inc.

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

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

2. Name and address of receiving party(ies)

Name: Gel Spice Co., Inc.

Internal Address:

Street Address: 48 Hook Road

City: Bayonne State: NJ ZIP: 07002

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State New York, 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

3. Nature of conveyance:

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

Execution Date: December 5, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Registration No. 1,909,379

Additional numbers attached? Yes No

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

Name: Jeffrey C. Katz, Esq.

Internal Address: DAVIS & GILBERT LLP

Street Address: 1740 Broadway

City: New York State: NY ZIP: 10019

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

Fee Encl.

8. Deposit account number:

(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.

Jeffrey C. Katz, Esq.

Name of Person Signing

Signature

8-14-98

Date

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

7

State of New York }
Department of State }^{ss:}

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on JUN 26 1998



A handwritten signature in black ink, appearing to read "J. L. ...", is written over a horizontal line.

Special Deputy Secretary of State

DOS-1266 (5/96)

TRADEMARK
REEL: 1770 FRAME: 0556

F-971205000340

CERTIFICATE OF MERGER
OF
E & F DISTRIBUTING AND SALES CORP.
AND
STAR SNACKS CO., INC.
INTO
GEL SPICE CO., INC.

Under Section 905 of the
Business Corporation Law

GEL SPICE CO., INC., a corporation duly organized and existing under and by virtue of the laws of the State of New York, desiring to merge E & F DISTRIBUTING AND SALES CORP. and STAR SNACKS CO., INC. into itself, pursuant to the provisions of Section 905 of the Business Corporation Law, does hereby certify and set forth:

FIRST: the name of each constituent corporation is as follows:

Gel Spice Co., Inc.
E & F Distributing and Sales Corp.
Star Snacks Co., Inc.

SECOND: Gel Spice Co., Inc. shall be the surviving corporation. E & F Distributing and Sales Corp. and Star Snacks Co., Inc. are subsidiaries (the "Subsidiaries") of Gel Spice Co., Inc.

THIRD: The designation and number of the outstanding shares of each class and series of the Subsidiaries and the number of said shares owned by Gel Spice Co., Inc. are as follows:

Name of Subsidiary	Class	Shares Outstanding	Shares Owned by Gel Spice
E & F Distributing and Sales Corp.	Common	200	200
Star Snacks Co., Inc.	Common	200	200

FOURTH: The post-filing effective date of the merger shall be December 31, 1997.

FIFTH: The date when the Certificate of Incorporation of Gel Spice Co., Inc. was filed by the Department of State is the 29th day of June, 1955.

SIXTH: The jurisdiction of incorporation of each of the Subsidiaries is Delaware, and the date of each of their incorporation is the 29th day of June, 1992.

SEVENTH: The application of each of the Subsidiaries for authority to do business in the State of New York has not been filed and neither of the Subsidiaries shall do business in the State of New York until such application shall have been filed by the Department of State.

EIGHTH: The Plan of Merger was adopted by the Board of Directors and Shareholders of Gel Spice Co. Inc., the surviving corporation.

NINTH: The merger is permitted by the laws of the jurisdiction of incorporation of the Subsidiaries.

IN WITNESS WHEREOF, we hereunder sign our names and affirm that the statements made herein are true under the penalties of perjury, this 26 day of November, 1997.

GEL SPICE CO., INC.

/s/ Andre Engel
Andre Engel, President

/s/ Margaret Fishman
Margaret Fishman, Secretary

F 971 205000340

CERTIFICATE OF MERGER
OF
E & F DISTRIBUTING AND SALES CORP.
AND
STAR SNACKS CO., INC.
INTO
GEL SPICE CO., INC.

Under Section 905 of the
Business Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 05 1997

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BY:

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