

09-04-1998

FORM COVER SHEET
MARKS ONLY



Tab settings

To the Honor

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Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Gel Spice Co., Inc.

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

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

3. Nature of conveyance: MRD 8-31-98

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

Execution Date: December 15, 1997

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 Jersey
- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached Schedule.

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: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

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

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50.00 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.

Jeffrey C. Katz, Esq.

Name of Person Signing

Jeffrey C. Katz
Signature

8-28-98

Date

12

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

Mall documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments, DEMARK

Washington, D.C. 20231

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SCHEDULE

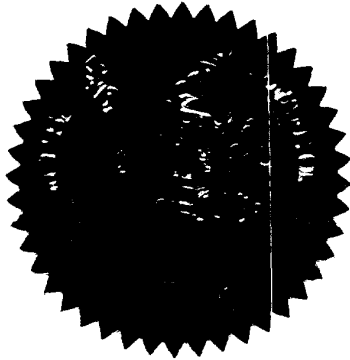
<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
SPICE SUPREME	1,444,645	June 23, 1987
SPICE SELECT	1,777,350	June 12, 1993
HARBOR VIEW SNACKS	1,909,379	August 1, 1995

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

GEL SPICE CO., INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
certificate of merger
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
8th day of July, 1998



James A. DiEleuterio, Jr.

James A DiEleuterio, Jr.
Treasurer

MKG

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ARTICLES OF MERGER
OF
GEL SPICE CO., INC.
INTO
MUGEL CO., INC.

LONNA R. HOOKS
Secretary of State

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Under Section 14A:10-7
of the New Jersey Business Corporation Act

Pursuant to the provisions of Section 14A:10-7 of the New Jersey Business Corporation Act, the undersigned hereby certify:

FIRST: That the following merger has been duly approved by the Board of Directors of each of the constituent corporations:

(a) The name of each of the constituent corporations is Gel Spice Co., Inc. and Mugel Co., Inc., and Mugel Co., Inc. shall be the surviving corporation. After the effective date of the merger, the surviving corporation shall change its name to Gel Spice Co., Inc and shall continue to exist under such name pursuant to the Business Corporation Act of the State of New Jersey.

(b) The terms and conditions of the proposed merger and the manner and basis of converting the shares of each constituent corporation are set forth in the Plan and Agreement of Merger attached as Exhibit A hereto.

SECOND: As to each constituent corporation, the number of shares entitled to vote, and the number and designation of the shares of any class or series entitled to vote as a class or series, are:

Name of Corporation	Total Number of Shares Entitled to Vote	Designation of Class Entitled to Vote as a Class	Number of Shares of Such Class
Gel Spice Co., Inc.	1,200	Series A Preferred	1,200
Mugel Co., Inc.	1,200	Series A Preferred	1,200

As to each constituent corporation, the number of shares voted for and against the merger, respectively, and the number of shares of any class, or series, entitled to

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vote as a class or series voted for and against the merger are:

<u>Name of Corporation</u>	<u>Total Shares Voted for</u>	<u>Total Shares Voted Against</u>	<u>Class or Series</u>
Gel Spice Co., Inc.	1,200	-0-	1,200 for
Nugel Co., Inc.	1,200	-0-	1,200 for

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

FIFTH: The applicable provisions of the laws of the State of New York, under which Gel Spice Co., Inc. is organized, have been complied with in respect to the merger.

IN WITNESS WHEREOF, each of the constituent corporations, parties hereto, has caused these Certificates to be executed on its behalf by its President, as of this 9th day of December 1997.

NUGEL CO., INC.

By 
Andre Engel, President

GEL SPICE CO., INC.

By 
Andre Engel, President

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

OF

GEL SPICE CO., INC.
(a New York corporation)

INTO

NUGEL CO., INC.
(a New Jersey corporation)

The following Plan and Agreement of Merger is entered into pursuant to the New Jersey Business Corporation Act and the New York Business Corporation Law:

FIRST: The names of the constituent corporations are Nugel Co., Inc., a New Jersey corporation, and Gel Spice Co., Inc., a New York corporation.

SECOND: The name of the surviving corporation is Nugel Co., Inc., a New Jersey corporation.

THIRD: The terms and conditions of the proposed merger are as follows:

1. The constituent corporations shall, pursuant to the provisions of the Business Corporation Law of the State of New York and the Business Corporation Act of the State of New Jersey, be merged into a single corporation, to wit, Nugel Co., Inc., a New Jersey corporation, which shall be the surviving corporation from and after the effective date of the merger (the "Surviving Corporation"). After the effective date of the merger the Surviving Corporation shall change its name to Gel Spice Co., Inc. and shall continue to exist under such name pursuant to the provisions of the Business Corporation Act of the State of New Jersey. The separate existence of Gel Spice Co., Inc., a New York corporation (the "Terminating Corporation"), shall cease at said effective date in accordance with the provisions of the Business Corporation Law of the State of New York.

2. The Certificate of Incorporation of the Surviving Corporation, as the same shall be in force and effect at the effective date in the State of New Jersey of the merger herein provided for shall continue to be the Certificate of Incorporation of the Surviving Corporation until amended and

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changed pursuant to the provisions of the Business Corporation Act of the State of New Jersey. The Certificate of Incorporation of the Surviving Corporation shall be amended following the merger to provide for the affirmative vote of two-thirds (2/3) of all outstanding shares entitled to vote for the approval of the following actions:

- (a) merger or consolidation;
- (b) guarantee by the corporation of the debt of another, whether or not in furtherance of the corporation's direct or indirect interest;
- (c) a sale, lease, exchange or other disposition of all or substantially all of the assets of the corporation, if not made in the usual or regular course of the business actually conducted by the corporation;
- (d) dissolution of the corporation; and
- (e) an amendment to the Certificate of Incorporation which changes or strikes out any of the aforesaid provisions.

3. The present By-laws of the Terminating Corporation will be the By-laws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Act of the State of New Jersey.

4. A certain Shareholders Agreement has been entered into among the Terminating Corporation and its Shareholders dated December 21, 1983 (the "Shareholders Agreement"). In addition, the Terminating Corporation and its subsidiary Star Snacks Co., Inc. have entered into employment agreements between the Terminating Corporation, Star Snacks Co., Inc. and the Terminating Corporation's Preferred Stockholders and Common Shareholders, or their spouses ("Employment Agreements"). As of the effective date, the Surviving Corporation shall adopt all of the terms and conditions of the Shareholders Agreement and the Employment Agreements and shall assume all of the rights and obligations of the Terminating Corporation and Star Snacks Co., Inc. thereunder.

5. The directors and officers in office of the Terminating Corporation at the effective date of the merger shall be the current members of the Board of Directors and the current officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or

until their respective tenures are otherwise terminated in accordance with the Shareholders Agreement, or if the Shareholders Agreement is not applicable at anytime, as provided by law or in the By-laws of the Surviving Corporation.

The Board of Directors of the Surviving Corporation are as follows:

Margaret Irene Fishman
Andre Engel
Jacob Engel (Sr.)

The officers of the Surviving Corporation are as follows:

Andre Engel, President, (which title will be changed to Chief Executive Officer subsequent to the merger)
Margaret Irene Fishman, Secretary and Treasurer
Jacob Engel (Sr.), Vice President, (which title will be changed to Chief Operating Officer subsequent to the merger)
Gershon Engel, Senior Vice-President
Mendel Brachfeld, Senior Vice-President

6. The total amount of the capital stock of the Surviving Corporation is 3,000 shares, of which 1,500 of the par value of \$1,000 each are designated as Class A Preferred Shares and 1,500 of the par value of \$100 each are designated as Common Shares. A description of the designation, number and voting rights of outstanding shares of each class of stock of the Terminating Corporation and the Surviving Corporation are as follows.

GEL SPICE CO., INC.

<u>Class</u>	<u>Shares Issued</u>	<u>Voting Rights</u>
Common	1200	No
Class A Preferred	1200	Yes

MUGEL CO., INC.

<u>Class</u>	<u>Shares Issued</u>	<u>Voting Rights</u>
Common	0	No
Class A Preferred	1	Yes

Upon and after the effective date of the merger, the one issued share of Class A Preferred Shares held by the Terminating Corporation in the Surviving Corporation will be

cancelled, eliminated and returned to the status of authorized and unissued shares, and each holder of a certificate representing outstanding Class A Preferred Shares of the Terminating Corporation, shall be entitled, upon the surrender of such certificate at the office of the Surviving Corporation, to receive in exchange therefore, one share of Class A Preferred Shares having a par value of \$1,000 each in the Surviving Corporation for each share of Class A Preferred Shares surrendered. Upon or after the effective date of the merger, each holder of a certificate representing outstanding Common Shares of the Terminating Corporation shall be entitled, upon surrender of such certificate at the office of the Surviving Corporation to receive in exchange therefore one share of Common Shares having a par value of \$100 each in the Surviving Corporation for each share of common stock surrendered. The issuance of all of the aforesaid shares shall be conditioned upon the shareholders adopting the Shareholders Agreement and agreeing that all of their rights and obligations thereunder and all of the terms and conditions thereof shall apply to the shares that they hold in the Surviving Corporation with the same force and effect as if said Shareholders Agreement was executed among them and the Surviving Corporation.

7. On the effective date of the merger, the Surviving Corporation shall possess all of the rights, privileges, powers, franchises and obligations of the Terminating Corporation and all property, real, personal and mixed, and all debts due to the Terminating Corporation on whatever account, as well as all other things in action or belonging to the Terminating Corporation; and all property, rights, privileges, powers franchises, and all and every other interest shall thereafter be effectually the property of the Surviving Corporation as it was of the Terminating Corporation; provided, however, that all rights of creditors and all liens upon any property of the Terminating Corporation shall be preserved unimpaired, and all debts, liabilities and duties of the Terminating Corporation shall henceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

8. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted on behalf of the Surviving Corporation in accordance with the provisions of the Business Corporation Act of the State of New Jersey and upon behalf of the Terminating Corporation in accordance with the provisions of the Business Corporation Law of the State of New York, the constituent corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of

the State of New Jersey and the State of New York and that they will cause to be performed all necessary acts within such states and elsewhere to effectuate the merger herein provided for.

9. The Board of Directors and the proper officers of each of the constituent corporations are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

10. The effective date of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective shall be on 31st day of December, 1997

FOURTH: The shareholders and Board of Directors of each of the constituent corporations have, by resolutions duly adopted, approved and adopted this Plan and Agreement of Merger.

The foregoing Plan and Agreement of Merger, having been approved and adopted by resolutions of the shareholders and Board of Directors of each of the constituent corporations, is hereby executed in accordance with the laws of this state, this day of November, 1997.

MUGEL CO., INC.
(a New Jersey corporation)

By: _____
Jacob Engel
Vice President

GEL SPICE CO., INC.
(a New York corporation)

By: _____
Andre Engel
President

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