

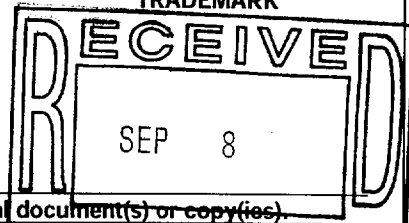
09-14-1998

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
08 31 1998
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Sucanat North America Corporation

Execution Date
Month Day Year

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Wholesome Foods, L.L.C.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 525 Fentress Boulevard

Address (line 2) Post Office Box 2860

Address (line 3) Daytona Beach

Florida

32120

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other Limited Liability Company
- Citizenship/State of Incorporation/Organization Florida

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

09/10/1998 TTOM11 0000090 1263128

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FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 1786 FRAME: 0600

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,263,128"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

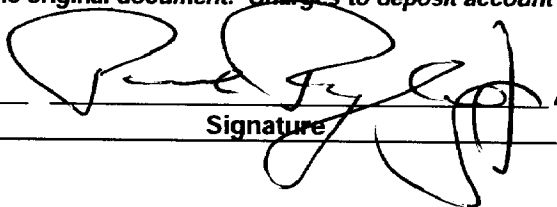
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Paul Ryberg, Jr.
Name of Person Signing


Signature

9-3-98
Date Signed

SECOND ASSIGNMENT OF REGISTRATION MARK

THIS ASSIGNMENT, made on this 31st day of August, 1998, by Sucanat North America Corporation, a Delaware Corporation referred to below as "ASSIGNOR" in favor of Wholesome Foods, L.L.C., a Florida Limited Liability Company, referred to below as "ASSIGNEE".

WITNESS:

WHEREAS, by Assignment dated July 14, 1993 and Agreement dated July 1, 1993 between Pronatec AG, a Swiss stock company ("Pronatec") and Nutracane, Inc., a New Hampshire corporation ("Nutracane"), Nutracane acquired the trade mark "Sucanat" and the registered trademark territories of the United States of America and Canada.

WHEREAS, Nutracane officially changed the name of its corporation to Sucanat North America Corporation by corporate resolution adopted on April 5, 1994.

WHEREAS, Sucanat North America Corporation, also known herein as "ASSIGNOR", adopted, used and is using a mark which is registered in the United States Patent and Trademark Office, Registration No. 1,263,128, dated January 3, 1984; and

WHEREAS, ASSIGNEE, is desirous of acquiring the business owned by ASSIGNOR including said mark and the registration thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said ASSIGNOR does hereby transfer and assign unto the said

ASSIGNEE all right, title and interest in and to the said mark, together with the good will of the business symbolized by the mark, and the above identified registration thereof. ASSIGNOR also transfers and assigns unto said ASSIGNEE all rights under that certain Agreement with Pronatec AG dated July 1, 1993.

IN WITNESS, the ASSIGNOR has caused these presents to be executed under seal as of the day and year first above set forth.

Signed, sealed and delivered in the presence of:

Deborah Smith
[Signature]

SUCANAT NORTH AMERICA CORPORATION
"ASSIGNOR"

BY: [Signature]
David Montgomery, its President

THE STATE OF FLORIDA)
COUNTY OF VOLUSIA)

I CERTIFY that on this day, before me, an officer authorized to administer oaths and take acknowledgments, personally appeared David Montgomery, to me well known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 31st day of August, 1998.

(NOTARY SEAL)

[Signature]
Notary Public
My commission expires: _____



Kira H. Soto
MY COMMISSION # CC750918 EXPIRES
June 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF SECOND ASSIGNMENT

The undersigned, being all of the Managers of WHOLESOME FOODS, L.L.C. (Assignee), hereby accept the foregoing instrument, subject to all the terms and conditions thereof.

DATED as of the 31ST day of August, 1998.

WHOLESOME FOODS, L.L.C.

Xenia H. Soto
Inda Guatace
Xenia H. Soto
Renee L. Halumico

By: Chapman J. Root
CHAPMAN J. ROOT, II, Manager

By: William J. Voges
WILLIAM J. VOGES, Manager

"Assignee"