

10-26-1998

FORM PTO-1594
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100861457 IEET
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

MRD 10-19-98

1. Name of conveying party(ies):
Garden of Eatin', Inc.
5300 Santa Monica Boulevard
Los Angeles, California 90029

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

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

2. Name and address of receiving party(ies):
Name: Hain Acquisition Corp.
Internal Address: Suite 100
Street Address: 50 Charles Lindbergh Blvd.
City: Uniondale State: New York ZIP: 11553

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State of Delaware _____
 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) and address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: April 24, 1998

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

A. Trademark Application No.(s)	B. Trademark Registration No.(s)		
1. 75/468,332	1. 2,047,077	4. 1,726,002	7. 1,764,735
2. 75/468,417	2. 1,711,976	5. 1,788,328	8. 1,764,734
3. 75/222,475	3. 1,900,789	6. 1,894,229	

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Robert W. Smith
Internal Address: McCarter & English, LLP
4 Gateway Center
Street Address: 100 Mulberry Street
City: Newark State: NJ ZIP: 07101

6. Total number of applications and registrations involved: 11

7. Total Fee (37 CFR 3.41): \$290.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
Not Applicable
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and Signature.
To the best of your knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert W. Smith October 14, 1998
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 10

10/22/1998 0000047 7546332 40 290.00

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GARDEN OF EATIN', INC.", A CALIFORNIA CORPORATION,
 WITH AND INTO "HAIN ACQUISITION CORP." UNDER THE NAME OF
 "HAIN ACQUISITION CORP.", A CORPORATION ORGANIZED AND EXISTING
 UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
 IN THIS OFFICE THE FIRST DAY OF JULY, A.D. 1998, AT 1 O'CLOCK
 P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
 NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

2892078 8100M

981256887

AUTHENTICATION:

9174118

DATE:

07-01-98
 TRADEMARK

REEL: 1802 FRAME: 0961

CERTIFICATE OF MERGER

merging

GARDEN OF EATIN', INC.
(a California corporation)

with and into

HAIN ACQUISITION CORP.
(a Delaware corporation)

**Pursuant to Section 252 of
the Delaware General Corporation Law**

Hain Acquisition Corp., a Delaware corporation (the "Company" or the "Surviving Corporation"), does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Hain Acquisition Corp.	Delaware
Garden of Eatin', Inc.	California

SECOND: That an Agreement and Plan of Merger, dated as of April 24, 1998 (as amended, the "Merger Agreement") pursuant to which Garden of Eatin', Inc. will be merged with and into the Company (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL").

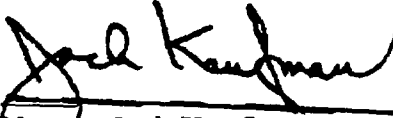
- 2 -

- THIRD:** That the surviving corporation of the Merger is Hain Acquisition Corp., a Delaware corporation.
- FOURTH:** That the Certificate of Incorporation of the Company immediately prior to the effective time of the Merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law.
- FIFTH:** That the executed Merger Agreement is on file at an office of the Surviving Corporation at 50 Charles Lindbergh Boulevard, Uniondale, NY 11553.
- SIXTH:** That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.
- SEVENTH:** The authorized capital stock of Garden of Eatin', Inc. consists of 100,000 shares of common stock, no par value, of which 20,000 shares are issued and outstanding.
- EIGHTH:** That pursuant to Section 103(d) of the DGCL, this Certificate of Merger and the Merger shall become effective immediately upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

- 3 -

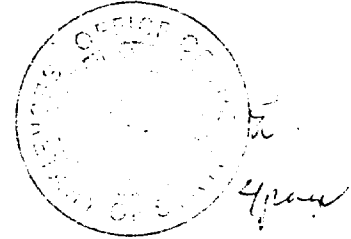
IN WITNESS WHEREOF, Hain Acquisition Corp. has caused this Certificate of Merger to be executed on its behalf on this 1st day of July, 1998.

HAIN ACQUISITION CORP.

By: 
Name: Jack Kaufman
Title: Secretary

State of California

SECRETARY OF STATE



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

That the attached transcript has been compared with the record on file in this office, 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 08 1998



Secretary of State

Office of the Secretary of State

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JUL 06 1998

BILL JONES, Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO
HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE
OF MERGER, WHICH MERGES:

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WITH AND INTO "HAIN ACQUISITION CORP." UNDER THE NAME OF "HAIN

ACQUISITION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF
JULY, A.D. 1998 AT 1 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2892078 8100M

981258945

AUTHENTICATION: 9176662

DATE: 07-02-98

TRADEMARK

REEL: 1802 FRAME: 0966

CERTIFICATE OF MERGER

merging

GARDEN OF EATIN', INC.
(a California corporation)

with and into

HAIN ACQUISITION CORP.
(a Delaware corporation)

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- 3 -

IN WITNESS WHEREOF, Hain Acquisition Corp. has caused this Certificate of Merger to be executed on its behalf on this 1st day of July, 1998.

HAIN ACQUISITION CORP.

By: 
Name: Jack Kaufman
Title: Secretary

