

10-26-1998

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



100859032

SHEET

LY

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

MED 10-19-98

1. Name of conveying party(ies):
Hain Acquisition Corp.
50 Charles Lindbergh Blvd., Suite 100
Uniondale, New York 11553

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

2. Name and address of receiving party(ies):

Name: Arrowhead Mills, Inc.

Internal Address: Suite 100

Street Address: 50 Charles Lindbergh Blvd.

City: Uniondale State: New York ZIP: 11553

Additional name(s) of conveying party(ies) attached?

Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State of Delaware _____
 Other _____

Execution Date: April 24, 1998

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

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
Name of Person Signing

Signature

October 14, 1998
Date

Total number of pages comprising cover sheet: 5

10/22/1998 SBURNS 0000006 75468332

01 FC:481 40.00 OP
02 FC:482 2

TRADEMARK
REEL: 1803 FRAME: 0387

0000006 75468332
40.00 OP
250.00 OP

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:

"ARROWHEAD MILLS, INC.", A TEXAS CORPORATION,

WITH AND INTO "HAIN ACQUISITION CORP." UNDER THE NAME OF "ARROWHEAD MILLS, INC.", 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 1:01 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2892078 8100M

AUTHENTICATION:

9174178

981256905

DATE:

07-01-98
TRADEMARK

REEL: 1803 FRAME: 0388

CERTIFICATE OF MERGER

merging

ARROWHEAD MILLS, INC.
(a Texas corporation)

with and into

HAIN ACQUISITION CORP.
(a Delaware corporation)

**Pursuant to Section 252 of
the Delaware General Corporation Law
and Article 5.01 of
the Texas Business Corporation Act**

Hain Acquisition Corp., a Delaware corporation (the "Company" or the "Surviving Corporation") and Arrowhead Mills, Inc., a Texas corporation (AMI"), do 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
Arrowhead Mills, Inc.	Texas

SECOND: That an Agreement and Plan of Merger, dated as of April 24, 1998 (the "Merger Agreement") pursuant to which AMI 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

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accordance with the provisions of Section 252 of the Delaware General Corporation Law (the "DGCL") and Article 5.01 of the Texas Business Corporation Act (the "TBCA").

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 amended as follows, and as so amended, such Certificate of Incorporation shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law. Article FIRST of such Certificate of Incorporation shall be amended so that the full text of such altered article is as follows:

"FIRST: The name of the corporation is Arrowhead Mills, Inc."

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: AMI shareholder approval is required for the Merger. The authorized capital stock of AMI consists of 10,000,000 shares of common stock, par value \$.01 per share, of which 566,990 shares are issued and outstanding, and 2,000,000 shares of preferred stock, par value \$.01 per share, none of which is 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.

IN WITNESS WHEREOF, each of Hain Acquisition Corp. and Arrowhead Mills, Inc. have caused this Certificate of Merger to be executed on its behalf on this first day of July, 1998.

HAIN ACQUISITION CORP.

By: 
Name: Jack Kaufman
Title: Secretary

ARROWHEAD MILLS, INC.

By: 
Name: Charles Esserman
Title: Secretary