

10-23-1998



100858329

SHEET

MRO

TRADEMARKS ONLY

10.8.98

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

1. Name of conveying party(ies):
Fries & Fries, Inc.

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

Individual(s) Association
 General Partnership Limited Partnership

Name: Tastemaker Corporation

Internal Address: _____

Corporation-State Delaware

Street Address: 1199 Edison Drive

Other _____

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

City: Cincinnati State: Ohio Zip: 45216

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

Other _____

If assignee is not domiciled in the United State, 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 Merge
 Security Agreement Change of Name

Other _____

Execution Date: April 1, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
See attached Exhibit B

Additional numbers attached? Yes No
See attached Exhibit B

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

6. Total number of registrations
involved: 6

Name: Alan P. Kass, Esq.

Internal Address:

7. Total fee (37 CFR 3.41).....\$ 165.00

Street address: 340 Kingsland Street

City: Nutley State: NJ Zip: 07110

Authorized to be charged to deposit
account
 Authorized any deficiencies to be
charged to deposit account

8. Deposit account number:

50-0691
(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.

Alan P. Kass
Name of Person Signing


Signature


Date

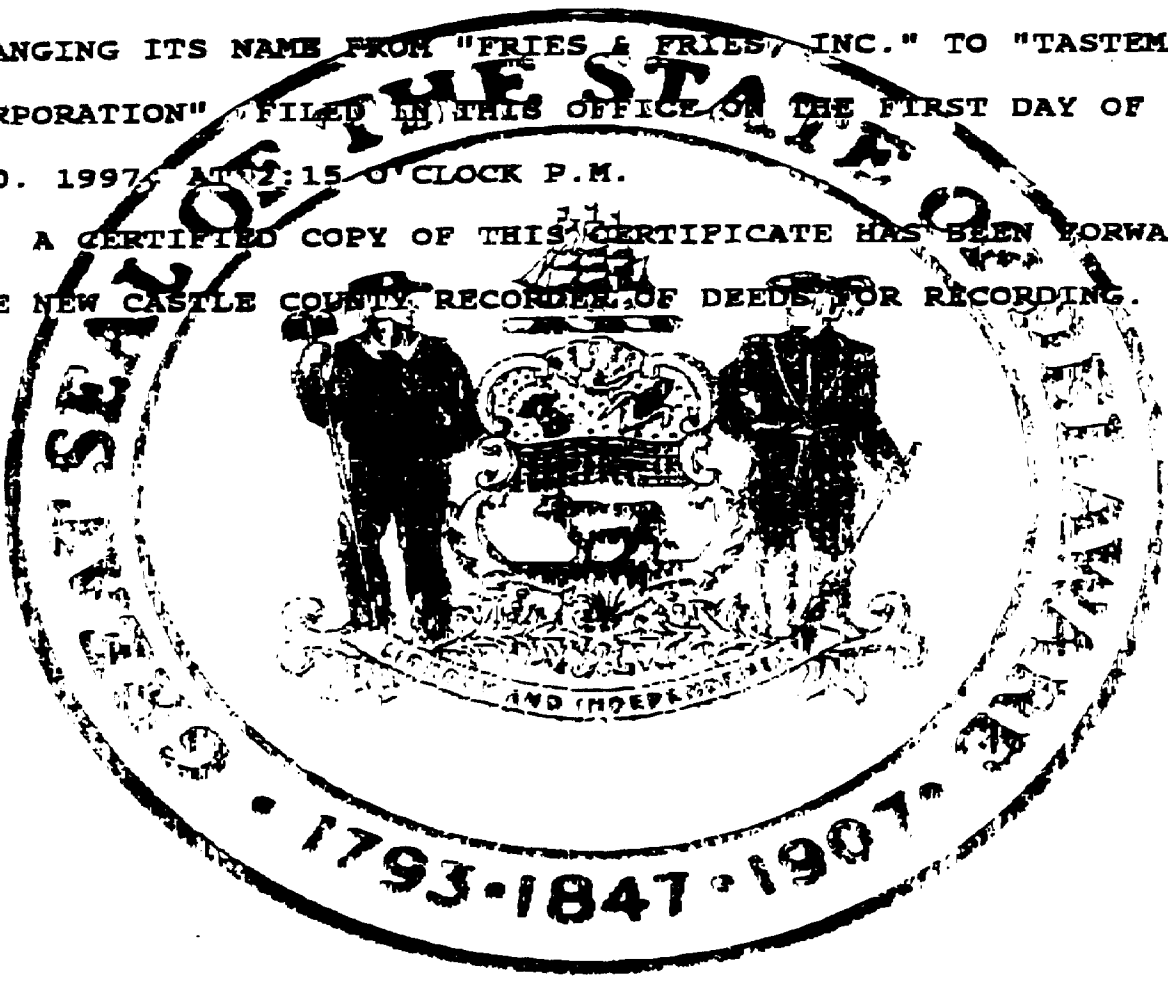
CONTACT: Ms. Janet Gerding
TELEPHONE: (973) 235-4386
FAX: (201) 235-2363

Total number of pages comprising cover sheet: 6

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 AMENDMENT OF "FRIES & FRIES, INC.", CHANGING ITS NAME FROM "FRIES & FRIES, INC." TO "TASTEMAKER CORPORATION" FILED IN THIS OFFICE ON THE FIRST DAY OF APRIL, A.D. 1997 AT 2:15 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2161266 8100

971105353

AUTHENTICATION: 8400619

DATE: 04-01-97

TRADEMARK
REEL: 1803 FRAME: 0494

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

Fries & Fries, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"). DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation, by the unanimous written consent of its members, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation.

RESOLVED, that the certificate of Incorporation of Fries & Fries be amended by changing ARTICLE FIRST thereof so that, as amended, said Article shall be and read as follows:

"ARTICLE FIRST. The name of the Corporation is Tastemaker Corporation."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Fries & Fries, Inc. has caused this certificate to be signed by Michael E. Davis, its President, and attested by Albert Inesch, its Secretary, this 31st day of March, 1997

FRIES & FRIES, INC.

By: *Michael E. Davis*
Name: Michael E. Davis
Title: President

ATTEST:

By: *Albert Inesch*
Name: Albert Inesch
Title: Vice President, Secretary and Treasurer

EXHIBIT B

"Aldemax," Registration No. 1,468,557

"Flav-O-Lok," Registration No. 1,025,834

"Flavorburst," Registration No. 1,864,449

~~"The Flavormakers," Registration No. 1,686,613~~

"Prime," Registration No. 1,372,868

"Redd," Registration No. 1,954,462

~~"Rox," Registration No. 1,882,541~~

"Tastemaker," Registration No. 1,843,370