

10-29-1998



FICE

100862764

Docket No. 18684.0005

10-23-98

SHAW, PITTMAN, POTTS & TROWBRIDGE
TRADEMARK ASSIGNMENT RECORDATION FORM COVER SHEET

To the Honorable Commissioner of Patents and Trademark, Box Assignments, Washington, D.C. 20231.
Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

LTHC, INC.

___ Individual(s)

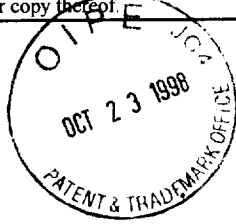
___ Association

___ Partnership--Type _____

XX Corporation Puerto Rico

___ Other _____

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



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

Name PROCESADORA CAMPOFRESCO, INC.

Street Address G.P.O. 755

City Santa Isabel State Puerto Rico Zip 00757

___ Individual(s) citizenship _____

___ Association _____

___ General Partnership _____

___ Limited Partnership _____

XX Corporation Puerto Rico

___ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ___ Yes **XX** No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? ___ Yes **XX** No

3. Nature of conveyance:

___ Assignment

XX Merger

___ Security Agreement

___ Change of Name

___ Other _____

Execution Date October 15, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Reg. No. 67,476 (LOTUS)

Reg. No. 1,501,506 (LOTUS)

Additional numbers attached: ___ Yes **XX** No

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

Name Eric T. Fingerhut, Esq.

Internal Address Shaw Pittman Potts & Trowbridge

Street Address 2300 N Street, N.W.

City Washington State D.C. Zip 20037-1128

6. Total number of applications and registrations involved: 2

7. Total fees (37 CFR 3.41): \$ 65.00

XX 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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01 FC:401
02 FC:402

40.00 OP
25.00 OP

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.

Eric T. Fingerhut

Name of Person Signing

Signature

10/23/98
Date

Total number of pages including cover sheet, attachments, and document: 5

DEPARTAMENTO DE ESTADO
REGISTRACION DE DOCUMENTOS

98 OCT 15 PM 3:42

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

LTHC, INC.

INTO

PROCESADORA CAMPOFRESCO, INC.

(PURSUANT TO ARTICLE 10.03 OF THE GENERAL CORPORATION LAW OF 1995)

PROCESADORA CAMPOFRESCO, INC., a corporation organized and existing under the laws of the Commonwealth of Puerto Rico (the "Corporation"), File Number 65,058.

DOES HEREBY CERTIFY:

FIRST: That the Corporation is a corporation organized and existing under the laws of the Commonwealth of Puerto Rico.

SECOND: That the Corporation owns all of the issued and outstanding shares of LTHC, INC. ("LTHC"), a corporation organized and existing under the laws of the Commonwealth of Puerto Rico, File No. 92,492.

THIRD: That the Corporation, by the following resolutions of its Board of Directors, adopted as of the 15th day of October 1998 at a meeting of the Board of Directors of the Corporation, duly held among the Directors of the Corporation, has determined to merge LTHC into itself, under the following terms and conditions:

"WHEREAS, this Corporation is the legal and beneficial owner of all of the issued and outstanding shares of stock of LTHC, Inc. ("LTHC");

TRADEMARK
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- 2 -

WHEREAS, the Board of Directors of the Corporation and LTHC deem it advisable and to the best interests and welfare of such corporations and their shareholders that LTHC be merged into the Corporation under and pursuant to the provisions of Article 10.03 of the General Corporations Law of 1995 of Puerto Rico (the "General Corporations Law") and in exercise of the powers conferred upon them by their respective Certificates of Incorporation, and each of such Corporations desires that they shall so merge;

NOW, THEREFORE, BE IT

RESOLVED, that effective upon the filing of an appropriate Certificate of Ownership and Merger embodying these resolutions with the Secretary of State of the Commonwealth of Puerto Rico (the "Secretary of State"), LTHC merge into this Corporation, and that this Corporation assume all of the obligations of LTHC;

FURTHER RESOLVED, that effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State, the corporate existence of LTHC shall cease and that this Corporation shall be the surviving corporation;

FURTHER RESOLVED, that the name, Certificate of Incorporation, By-laws, capital stock, directors and officers shall be those of the Corporation, the surviving corporation, and shall remain unchanged;

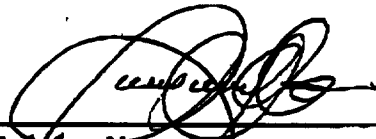
FURTHER RESOLVED, that the manner and basis of converting the issued and outstanding stock of LTHC to accomplish the merger shall be by cancelling each outstanding share of stock on the effective date of the merger, all of which are now and will be to and including the effective date of merger, owned by the Corporation; and

FURTHER RESOLVED, that the President and the Treasurer of the Corporation, acting singly, both be and each hereby is authorized and directed to execute a Certificate of Ownership and Merger setting forth a copy of these resolutions providing for the merger of LTHC into the Corporation, and the date of adoption hereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the corporate books of LTHC, and to do any and all things and execute

State and a certified copy recorded in the corporate books of LTHC, and to do any and all things and execute any and all documents which may be necessary and proper in order to consummate said merger".

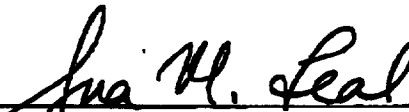
IN WITNESS WHEREOF, this Corporation has caused this Certificate to be signed by its Treasurer, who swears that the facts herein stated are true, this 15th day of October, 1998.

PROCESADORA CAMPOFRESCO, INC.

By: 
Name: Rubén Morales
Title: Treasurer

Affidavit No. 666 (duplicate)

Sworn and subscribed before me by Rubén Morales, of legal age, married, property owner and resident of San Juan, Puerto Rico, in his capacity as Treasurer of Procesadora Campofresco, Inc., to me personally known, at San Juan, Puerto Rico, this 15th day of October, 1998.


NOTARY PUBLIC

Abogada-Notario Público
AMG
Ana M. Leal Gamba