

12-07-1998

SHEET

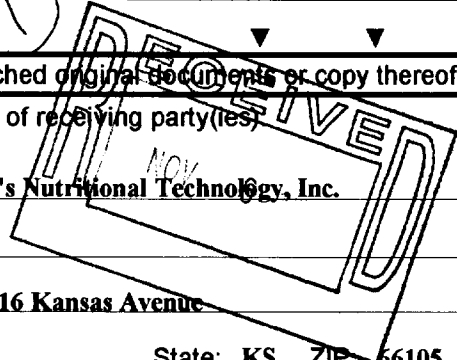
Docket No.:

11
11/6



100914982

I the attached original documents or copy thereof.



To the Honorable Commissioner of

1. Name of conveying party(ies):

Thompson's Pet Pasta Products, Inc.

11.6.98

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

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

2. Name and address of receiving party(ies)

Name: Thompson's Nutritional Technology, Inc.

Internal Address:

Street Address: 16 Kansas Avenue

City: Kansas City State: KS ZIP: 66105

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **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) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name **33**

Execution Date: August 4, 1998

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

A. Trademark Application No.(s)

75/022,040 75/318,040 75/449,919
 75/145,007 75/332,415 75/497,327
 75/318,039 75/403,428

B. Trademark Registration No.(s)

1,867,748 1,933,817 2,055,698
 1,868,960 1,948,732 2,159,296
 1,870,734 1,972,004

Additional numbers attached? Yes No

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

Name: Robert D. Hovey

Internal Address: Hovey, Williams, Timmons & Collins

Street Address: 2405 Grand Boulevard

Suite 400

City: Kansas City State: MO ZIP: 64108

6. Total number of applications and registrations involved:.....

16

7. Total fee (37 CFR 3.41):.....\$ \$415.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-0522

12/07/1998 DNGUYEN 00000006 1867748

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 OP
375.00 OP

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.

Robert D. Hovey

Name of Person Signing

Signature

November 6, 1998

Date

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

3

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 "THOMPSON'S PET PASTA PRODUCTS, INC.", CHANGING ITS NAME FROM "THOMPSON'S PET PASTA PRODUCTS, INC." TO "THOMPSON'S NUTRITIONAL TECHNOLOGY, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF AUGUST, A.D. 1998, AT 11:30 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2354518 8100

981386579

AUTHENTICATION:

DATE: 9344442

10-08-98

TRADEMARK
REEL: 1822 FRAME: 0568

**CERTIFICATE OF AMENDMENT
OF
SECOND AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
THOMPSON'S PET PASTA PRODUCTS, INC.**

The undersigned, Jeffrey C. Herbster, Senior Vice President-Operations of Thompson's Pet Pasta Products, Inc., a Delaware corporation (the "Corporation"), for the purpose of amending the Corporation's Second Amended and Restated Certificate of Incorporation, in accordance with the Delaware General Corporation Law, does hereby make and execute this Certificate of Amendment of Second Amended and Restated Certificate of Incorporation and does hereby certify that:

I. The following resolutions proposed by the Board of Directors and adopted by the stockholders of the Corporation set forth the amendments as follows:

RESOLVED, that the Corporation's Second Amended and Restated Certificate of Incorporation be amended by deleting the present Article First and inserting in lieu thereof the following Article First:

FIRST. The name of the Corporation is:

Thompson's Nutritional Technology, Inc.

FURTHER RESOLVED, that the Corporation's Second Amended and Restated Certificate of Incorporation be amended by deleting the present Article Fourth and inserting in lieu thereof the following Article Fourth:

FOURTH. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 17,000,000 shares, consisting of 500,000 shares designated 12% preferred stock, par value \$.01 per share (the "Preferred Stock"), and 16,500,000 shares designated common stock, par value \$.01 per share (the "Common Stock").

II. Such amendments have been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law, as amended.

IN WITNESS WHEREOF, this Certificate of Amendment of Second Amended and Restated Certificate of Incorporation has been duly executed by Jeffrey C. Herbster, Senior Vice President-Operations of the Corporation, this 4th day of August, 1998.

THOMPSON'S PET PASTA PRODUCTS, INC.

By: _____

Jeffrey C. Herbster

Senior Vice President-Operations

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