

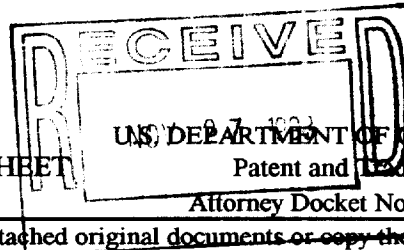
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FORM PTO-1594
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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office
Attorney Docket No: ICIC50180

To the Honorable Assistant Commissioner for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Port Chatham Packing Company

- Individuals
- General Partnership
- Corporation-State
- Other

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

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

Name: Icicle Seafoods, Inc.
Address: 4019 - 21st Ave. West

City: Seattle State: WA ZIP: 98199

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

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

Execution date: September 23, 1998

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

A. Trademark Application No(s). 75/468,311

B. Trademark Registration No(s). 1,629,293; 2,171,179; 2,057,111; 553,634; 2,072,448

Additional numbers attached? Yes No

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

Lee E. Johnson, Esq.
CHRISTENSEN O'CONNOR
JOHNSON & KINDNESS^{PLLC}
1420 Fifth Avenue
Suite 2800
Seattle, WA 98101-2347
(206) 682-8100

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41):.....\$ 165
Check No. 100986 in the amount of \$165 is enclosed.

8. The Commissioner is authorized to charge any fees that may be required or credit any overpayment to Deposit Account Number 03-1740.

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.

Lee E. Johnson
Name of Attorney or Agent
Registration No. 22,946
Direct Dial (206) 224-0701

Signature

11/20/98
Date

Total number of pages including cover sheet, attachments and document: 7

OMB No. 0651-0011 (exp. 4/94)

I hereby certify that this correspondence is being deposited with the U.S. Postal Service in a sealed envelope as first class mail with postage thereon fully prepaid addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on November 20, 1998.

Date: November 20, 1998

Marcia Kading

12/08/1998 BNGUYEN 00000097 1629293

01 FC:481 40.00 DP
02 FC:482 125.00 DP

State of Alaska
Department of Commerce and Economic
Development
Division of Banking, Securities and Corporations

CERTIFICATE
OF
MERGER
Business Corporation

The undersigned, as Commissioner of Commerce and Economic Development of the State of Alaska, hereby certifies that Articles of Merger, duly signed and verified pursuant to the provisions of the Alaska Corporations Code, have been received in this office and have been found to conform to law.

ACCORDINGLY, the undersigned, as Commissioner of Commerce and Economic Development, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of

PORT CHATHAM PACKING COMPANY
(An Unqualified Washington Domestic)

WITH AND INTO

ICICLE SEAFOODS, INC.

and attaches hereto the original copy of the Articles of Merger.

IN TESTIMONY WHEREOF, I execute this certificate
and affix the Great Seal of the State of Alaska on
SEPTEMBER 29, 1998

Deborah B. Sedwick

Deborah B. Sedwick
Commissioner of Commerce
and Economic Development

**ARTICLES OF MERGER
OF
PORT CHATHAM PACKING COMPANY
INTO
ICICLE SEAFOODS, INC.**

**Filed for Record
State of Alaska**

SEP 29 1998

**Department of Commerce
and Economic Development**

To the Department of Commerce
and Economic Development
State of Alaska

Pursuant to the provisions of the Alaska Corporations Code governing the merger of a foreign wholly-owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named does hereby submit the following articles of merger.

1. Attached hereto and made a part hereof is the Plan of Merger for merging Port Chatham Packing Company, a Washington business corporation ("Port Chatham") into Icicle Seafoods, Inc., an Alaska business corporation ("Icicle").
 - A. Icicle, which is the owner of all of the outstanding shares of Port Chatham hereby merges Port Chatham into Icicle pursuant to the provisions of the Alaska Corporations Code.
 - B. The separate existence of Port Chatham shall cease when the merger becomes effective pursuant to the provisions of the laws of Washington, its jurisdiction of organization, and Icicle shall continue its existence as the surviving corporation pursuant to the provisions of the Alaska Corporations Code.
 - C. The articles of incorporation of Icicle are not amended in any respect by this Plan of Merger.
 - D. The issued shares of Port Chatham shall not be converted or exchanged in any manner, but each said share which is issued immediately before the merger becomes effective shall be surrendered and extinguished.
 - E. Each share of Icicle outstanding immediately before the merger becomes effective is to be an identical outstanding or treasury share of Icicle after the effective date of the merger.
 - F. No shares of Icicle and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.
 - G. The Board of Directors and the proper officers of Icicle are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into

effect any of the provisions of this Plan of Merger or of the merger herein provided for.

H. The merger herein provided for shall become effective in the State of Alaska on September 30, 1998.

2. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Washington, is Port Chatham Packing Company.
3. The name of the parent corporation, which is a business corporation organized under the laws of the State of Alaska, is Icicle Seafoods, Inc.
4. The number of outstanding shares of Port Chatham is 500, all of which are of one class, and all of which are owned by Icicle.
5. Icicle, in its capacity as the holder of all of the outstanding shares of Port Chatham, waived the mailing of a copy of the Plan of Merger to Icicle otherwise prescribed by the provisions of Section 10.06.556 of the Alaska Corporations Code.
6. The laws of the State of Washington permit a merger of a wholly-owned subsidiary business corporation of its jurisdiction into a parent business corporation of another jurisdiction of organization; and the merger of Port Chatham into Icicle is in compliance with the laws the state of Washington.

[signatures on next page]

Dated: September 23, 1998.

ICICLE SEAFOODS, INC.

By: Don M. Giles
Don M. Giles, President
Patricia B. Lara
Patricia B. Lara, Secretary

**Filed for Record
State of Alaska**

**PLAN OF MERGER
BETWEEN
ICICLE SEAFOODS, INC.**

SEP 23 1998

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**AND
PORT CHATHAM PACKING COMPANY and Economic Development**

Department of Commerce

SECTION OF

PLAN OF MERGER AND INCORPORATION

adopted by Port Chatham Packing Company ("Port Chatham"), a Washington business corporation, by resolution of its Board of Directors on September 23, 1998, and adopted by Icicle Seafoods, Inc. ("Icicle" or "Surviving Corporation"), an Alaska business corporation, by resolution of its Board of Directors on September 23, 1998.

1. Pursuant to the provisions of the Washington Business Corporation Act and the Alaska Corporations Code, Port Chatham shall be merged with and into Icicle. Icicle shall be the Surviving Corporation and shall continue to exist under its present name pursuant to the provisions of the Alaska Corporations Code. The separate existence of Port Chatham shall cease in accordance with the provisions of the Washington Business Corporation Act and the Alaska Corporations Code.

2. The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Icicle and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Alaska Corporations Code.

3. The bylaws of the Surviving Corporation will be the bylaws currently in effect for Icicle and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Alaska Corporations Code.

4. The directors and officers in office of the Surviving Corporation shall be the current members of the Board of Directors and the current officers of Icicle, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Each issued share of Port Chatham immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled. The issued shares of Icicle shall not be converted or exchanged in any manner, but each such share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. Pursuant to RCW 23B.11.040 and Section 10.06.554 of the Alaska Corporation Code, this Plan of Merger is not subject to approval by the shareholders of either Icicle or Port Chatham.

7. Icicle, in its capacity as the holder of all the outstanding shares of Port Chatham, hereby waives the mailing to itself of a copy of the Plan of Merger otherwise prescribed by the provisions of Section 10.06.556 of the Alaska Corporations Code.



8. At the time that the Plan of Merger shall become effective, Icicle and Port Chatham hereby stipulate that they will execute, file and/or record any document or documents prescribed by the laws of the States of Washington and Alaska, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the Proper Officers of Port Chatham and Icicle, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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 DIVISION OF
 BANKING, SECURITIES,
 AND CORPORATIONS