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JAN 19 1999



U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

100949479

To the Honorable Commissioner of Patents and Trademarks, F

of.

1. Name of conveying party(ies):
CHACHIES FOODS, INC.

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

CALIFORNIA CREATIVE FOODS, INC.
P.O. Box 5029
Oceanside, CA 92054

- Individual(s)
- General Partnership
- Corporation-California
- Other
- Association
- Limited Partnership

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation- California
- Other

Additional name(s) of conveying party(ies) attached? yes no

3. Nature of Conveyance:

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

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

Execution Date: November 9, 1998

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Trademark Application No.(s)

74/420,761
75/540,639

B. Trademark No.(s)

1,587,012
2,011,379
2,127,336

Additional numbers attached? Yes no

5

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

Barry F. Soalt, Esq.
BROWN, MARTIN, HALLER & McCLAIN
1660 Union Street
San Diego, California 92101

6. Total number of application and trademarks involved: One

7. Total fee (37 CFR 3.41): \$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
02-4070
(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.

Barry F. Soalt
Name of Person Signing

Signature January 13, 1999
Date

Total number of pages comprising cover sheet: 3

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

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

01/26/1999 NGUYEN 00000022 1587012

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

01 FC:481 40.00 OP
02 FC:482 100.00 OP

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding the burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

State of California

SECRETARY OF STATE



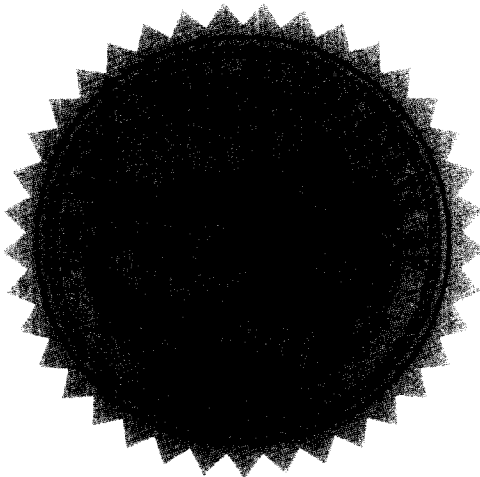
BJ

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

 JAN 08 1999



Bill Jones

Secretary of State

00516565

cc

1969682

**CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
CHACHIES FOODS, INC.**

FILED
In the office of the Secretary of State
of the State of California
NOV 12 1998
Bill Jones Secretary of State

Douglas R. Pearson and Richard J. Pearson certify that:

1. They are the President and Secretary, respectively, of Chachies Foods, Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

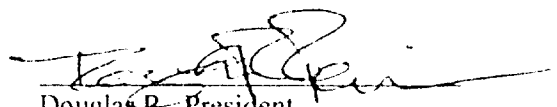
ARTICLE I

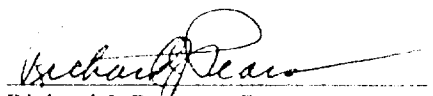
The name of this corporation is California Creative Foods, Inc.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The total number of outstanding shares of the corporation is one thousand (1,000). The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (50%).

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: November 9, 1998


Douglas R., President


Richard J. Pearson, Secretary

