

1-27-99

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FORM PTO-1594
1-31-92



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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attached original documents or copy thereof.

To the Honorable Commissioner of Patents and Trademarks

1. Name of conveying party(ies):
 Health Valley Foods, Inc.

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

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

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

Internal Address: _____

Street Address: 16100 Foothill Boulevard

City: Irwindale State: CA ZIP: 91706

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____

If assignee is not domiciled in the United States, a statement of citizenship designation is attached: native
 (Designations must be attached to this form)
 Additional name(s) & address: _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 13, 1996

01-27-1999
 U.S. Patent & TMO/TM Mail Rcpt Dt. #64

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

A. Trademark Application No.(s)
 02/08/1999 080506 00000230 1757056
 01 FC:401 40.00 OP
 02 FC:482 75.00 OP

B. Trademark registration No.(s)
 1,757,056
 1,773,114

Additional numbers attached? Yes No

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

Name: Deborah Wing

Internal Address: Katten Muchin & Zavis
Suite 1600

Street Address: 525 W. Monroe Street

City: Chicago State: IL ZIP: 60661

6. Total number of applications and registrations involved: 2

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

Deborah Wing
 Name of Person Signing

Signature

1/27/99
 Date

Total number of pages: 1

REEL: 1850 FRAME: 0444

State of Delaware
Office of the Secretary of State

PAGE 1

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 OWNERSHIP, WHICH MERGES:

"HEALTH VALLEY FOODS, INC.", A CALIFORNIA CORPORATION,

"HEALTH VALLEY MANUFACTURING COMPANY", A CALIFORNIA CORPORATION,

WITH AND INTO "HEALTH VALLEY COMPANY" UNDER THE NAME OF "HEALTH VALLEY COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SIXTEENTH DAY OF SEPTEMBER, A.D. 1996, AT 12 O'CLOCK P.M.



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

Edward J. Freel, Secretary of State

2591500 8100M

991030337

AUTHENTICATION: 9539662

DATE: 01-25-99

TRADEMARK
REEL: 1850 FRAME: 0445

9-16-96

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HEALTH VALLEY FOODS, INC.

AND

HEALTH VALLEY MANUFACTURING COMPANY

WITH AND INTO

HEALTH VALLEY COMPANY

**(Pursuant to Section 253 of the
General Corporation Law of the State of Delaware)**

Health Valley Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"),

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Health Valley Company	Delaware
Health Valley Foods, Inc.	California
Health Valley Manufacturing Company	California

SECOND: That the Company owns 100% of the outstanding shares of capital stock of Health Valley Foods, Inc., consisting of 5,500 shares of common stock, no par value per share.

THIRD: that the Company owns 100% of the outstanding shares of capital stock of Health Valley Manufacturing Company, consisting of 30,000 shares of common stock, no par value per share.

FOURTH: That the Company shall be the surviving corporation.

FIFTH: That the Company, by resolutions of its Board of Directors duly adopted by unanimous written consent in lieu of a meeting dated September 13, 1996, determined to merge Health Valley Foods, Inc. and Health Valley Manufacturing Company with and into the Company upon the terms and subject to the conditions set forth in such resolutions. A true copy of said resolutions is attached hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

SIXTH: That the proposed merger shall be effective at the date and time at which this Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware pursuant to Sections 253 and 103 of the General Corporation Law of the State of Delaware.

Dated: September 13, 1996

HEALTH VALLEY COMPANY

By: William R. Voss
William R. Voss, its
President

EXHIBIT A

**RESOLUTIONS ADOPTED BY THE BOARD OF DIRECTORS
OF
HEALTH VALLEY COMPANY
(the "Company")**

BY UNANIMOUS WRITTEN CONSENT TO ACTION WITHOUT A MEETING

Dated September 13 1996

(pursuant to Section 141(f) of the
General Corporation Law of the State of Delaware

RESOLVED, that Health Valley Foods, Inc., a California corporation, all of the outstanding capital stock of which is owned by the Company and Health Valley Manufacturing Company, a California corporation, all of the outstanding capital stock of which is owned by the Company, be merged into the Company with the Company as the surviving corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 1110 of the General Corporation Law of the State of California;

FURTHER RESOLVED, that pursuant to the mergers, the Company will assume all of the liabilities of Health Valley Foods, Inc. and Health Valley Manufacturing Company; and

FURTHER RESOLVED, that the President or any Vice-President of the Company be, and each of them hereby is, authorized, in the name and on behalf of the Company, to execute and file with the Secretary of State of the State of Delaware and the Secretary of State of the State of California certificates of ownership and merger, and any other certificate or documents required to be filed to effect such mergers, and to take any action on behalf of the Company as may be necessary or desirable in connection with such mergers, including, without limitation, any action required as a shareholder of any such subsidiary corporation to effect such mergers.