

03-18-1999



100987424

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

med 3/15/99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

03/17/1999 JSHABAZZ 00000203 1167832

01 Ff:481
02 Ff:482

40.00 OP
225.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1869 FRAME: 0239

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

[Empty text box]

Address (line 1)

1077 MAR 15 AM 10:52

Address (line 2)

0727 FRANCE

Address (line 3)

[Empty text box]

Address (line 4)

[Empty text box]

Correspondent Name and Address

Area Code and Telephone Number

805 543 0855

Name

MARY A. HARRIS, ESQ.

Address (line 1)

960 TORO STREET

Address (line 2)

SAN LUIS OBISPO, CA 93401

Address (line 3)

[Empty text box]

Address (line 4)

[Empty text box]

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

3

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

[Empty text boxes for Trademark Application Number(s)]

Registration Number(s)

1167832 1005478 1916656
1875341 1873946 2160784
1019652 1895487 2111461

Number of Properties

Enter the total number of properties involved.

#

10

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

265.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

MARY A. HARRIS

Mary A. Harris

3/9/99

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET CONTINUATION TRADEMARKS ONLY

Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property). Mark if additional numbers attached

Trademark Application Number(s)

Registration Number(s)

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DEC 31 1998

CERTIFICATE OF AMENDMENT OF
RESTATED ARTICLES OF INCORPORATION

BILL JONES, SECRETARY OF STATE

OF

Fosters Freeze International, Inc.

Randall S. Fritchie and Renee A. Feller certify that:

1. They are President and Secretary, respectively, of Fosters Freeze International, Inc.
2. The Restated Articles of Incorporation of Fosters Freeze International, Inc., filed with the California Secretary of State on August 7, 1989, as amended to the date of the filing of this Certificate, including amendments set forth herein but not separately filed (and with the omissions required by Section 910 of the Corporations Code) are amended as set forth in this Certificate.

3. ARTICLE I of the Restated Articles of Incorporation is hereby deleted in its entirety and restated to read as follows:

"ARTICLE I

The name of the Corporation shall be FOSTERS FREEZE, INC."

4. A new ARTICLE IV of the Restated Articles of Incorporation is hereby added to read as follows:

"ARTICLE IV

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law."

5. A new ARTICLE V of the Restated Articles of Incorporation is hereby added to read as follows:

"ARTICLE V

The Corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the Corporation and its shareholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by

Corporations Code Section 317, subject to the limits on such excess indemnification as set forth in Corporations Code Section 204."


6. The foregoing Certificate of Amendment of Restated Articles of Incorporation has been duly approved by the Board of Directors.

7. The foregoing Certificate of Amendment of Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the Corporations Code. The Corporation has two classes of shares outstanding. The total number of shares of Common Stock issued and outstanding is 2,609,414. The number of shares of Common Stock voting in favor of the proposed amendments is 1,797,484. Therefore, sixty nine percent (69%) of the Corporation's issued and outstanding shares of Common Stock voted in favor of the amendments set forth in this Certificate, which percentage exceed the majority vote set forth in Sections 902 and 152 of the Corporations Code. The Corporation has one class of Preferred Stock, which is not entitled to vote with respect to the amendments.

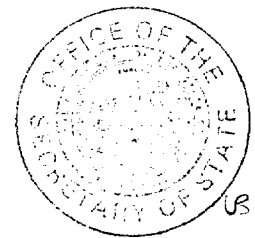
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: December 29, 1998


Randall S. Fritchie, President


Renee A. Feller, Secretary





SECRETARY OF STATE

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

That the attached transcript of 2 page(s) has been compared with the record on file in this office, 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 day of

JAN 07 1999



Secretary of State