

REC

04-08-1999



HEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

APR 2

To the Honorable Commissioner of Patents

101005368

attached original documents or copy thereof.

1. Name of conveying party(ies):
RC Distribution Holdings, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Freshpoint Holdings, Inc.
Internal Address: _____
Street Address: 15305 Dallas Parkway
City: Dallas State: TX ZIP: 75248

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 Merger
 Security Agreement Change of Name
 Other _____

Execution Date: as of July 22, 1997

4. Application number(s) or patent number(s):
 A. Trademark Application No.(s)
75/347671
75/347672
 Assignments include the entire portion of the business to which the marks pertain

Additional numbers attached? Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: James R. Guerette
 Internal Address: Loeb & Loeb LLP

 Street Address: 345 Park Avenue

 City: New York State: NY ZIP: 10154

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

04/08/1999 DMSUYEN 00000071 75347671

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
25.00 DP

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.

James R. Guerette, Esq. James R. Guerette 3/31/99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 13

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

RC DISTRIBUTION HOLDINGS, INC.
WRITTEN CONSENT OF STOCKHOLDERS

July 22, 1997

Pursuant to Section 228 of the General Corporation Law of the State of Delaware, the undersigned, constituting the holders of all of the outstanding shares of the voting stock of RC Distribution Holdings, Inc., a Delaware corporation (the "Corporation"), do hereby consent to and approve the following actions in lieu of holding a meeting of the stockholders of the Corporation:

RESOLVED, that the Board of Directors of the Corporation having proposed to amend Article 1.(a) of the Corporation's Amended and Restated Certificate of Incorporation to read in its entirety as follows:

The present name of the Corporation is FreshPoint Holdings, Inc.

RESOLVED, that the proposed amendment to the Corporation's Amended and Restated Certificate of Incorporation is hereby adopted and approved in all respects.

This consent may be executed in one or more counterparts, each of which when executed shall be deemed to be an original and all of which taken together shall constitute one and the same document. Facsimile signatures shall be deemed originals for purposes of execution and acknowledgment.

IN WITNESS WHEREOF, the undersigned, constituting all of the stockholders of the Corporation, have each caused this written consent to be executed on its behalf by its duly authorized officer as of July 22, 1997.

SHAREHOLDERS:

Rosecliff Albert Fisher Partners, L.P.

By: RAFF, L.P., its General Partner

By: RAFF, Inc., its General Partner

By:


Peter T. Joseph, President

Rosecliff RCD Partners

By: **Rosecliff RCD-Principals, L.P., its
Managing General Partner**

By: **PTJ Genpar, Inc., its General
Partner**

By: 
Peter T. Joseph, President

Rosecliff RCD Partners Benefit Reserve Trust

By: _____
Brian M. Sturgeon, Trustee

By: _____
Mitt Parker, Trustee

By: _____
Jay Moore, Trustee

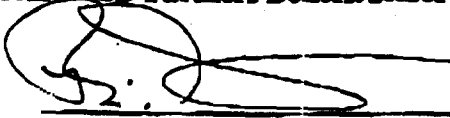
Rosecliff RCD Partners

By: **Rosecliff RCD-Principals, L.P., its
Managing General Partner**

By: **PTJ Genpar, Inc., its General
Partner**

By: _____
Peter T. Joseph, President

Rosecliff RCD Partners Benefit Reserve Trust

By: 

Brian M. Sturgeon, Trustee

By: _____
Mitt Parker, Trustee

By: _____
Jay Moore, Trustee

Rosecliff RCD Partners

By: **Rosecliff RCD-Principals, L.P., its
Managing General Partner**

By: **PTJ Gempar, Inc., its General
Partner**

By: _____
Peter T. Joseph, President

Rosecliff RCD Partners Benefit Reserve Trust

By: _____
Brian M. Sturgeon, Trustee

By: _____
Mitt Parker, Trustee

By: _____
Jay Moore, Trustee

Rosecliff RCD Partners

By: Rosecliff RCD-Principals, L.P., its
Managing General Partner

By: PTJ Genpar, Inc., its General
Partner

By: _____
Peter T. Joseph, President

Rosecliff RCD Partners Benefit Reserve Trust

By: _____
Brian M. Sturgeon, Trustee

By: _____
Mitt Parker, Trustee

By:  _____
Jay Moore, Trustee

RC DISTRIBUTION HOLDINGS, INC.**DIRECTORS' WRITTEN CONSENT TO ACTION**

July 22, 1997

Pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, the undersigned, constitution all of the members of the Board of Directors of RC Distribution Holdings, Inc. (the "Corporation"), hereby unanimously consent to and approve the following actions in lieu of holding a meeting of the directors:

RESOLVED, that it is advisable and in the best interests of the Corporation that its Amended and Restated Certificate of Incorporation be further amended to change its corporate name to FreshPoint Holdings, Inc.

RESOLVED, that Article 1.(a) of the Amended and Restated Certificate of Incorporation be amended to read in its entirety as follows:

The present name of the Corporation is FreshPoint Holdings, Inc.

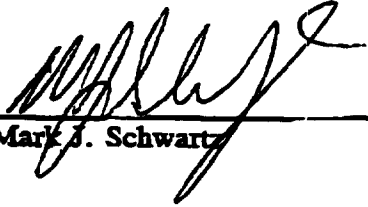
RESOLVED, that the foregoing amendment be submitted for a vote of the Corporation's stockholders at their next annual or special meeting.

RESOLVED, that upon approval of the foregoing amendment by the Corporation's stockholders, the President of the Corporation is authorized and directed to execute and deliver for filing to the Secretary of State of the State of Delaware a Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation to effect the name change and to pay all fees and expenses necessary in connection therewith; and

RESOLVED, that the officers of the Corporation are authorized and directed to take such further actions as they may deem necessary or appropriate to effectuate the purposes and intent of the foregoing resolutions, as conclusively evidenced by the taking of such actions.

This consent may be executed in one or more counterparts, each of which when executed shall be deemed to be an original and all of which taken together shall constitute one and the same document. Facsimile signatures shall be deemed originals for purposes of execution and acknowledgment.

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Board of Directors of the Corporation, have executed this written consent to action as of the 22nd day of July, 1997.



Mark J. Schwartz

Jay Moore

Mitt Parker



Isaac M. Silvera

Fred Ulrich

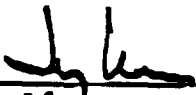
Curtice Cornell

Stephan Walls
le

WPB-75385

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Mark J. Schwartz



Jay Moore

Mitt Parker

Isaac M. Silvera

Fred Ulrich

Curtice Cornell

Stephan Walls

WPB-75385

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Jay Moore

Mitt Parker

Isaac M. Silvera

Fred Ulrich

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Stephan Walls

WPB-75385


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Stephen Walls

Stephen Walls

WPB-75385

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 "FRESHPOINT HOLDINGS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998.



Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 9495005

2659534 8300

981500341

12-30-98
TRADEMARK

REEL: 1880 FRAME: 0027



Direct Dial: 212-407-4861
e-mail: jguerette@loeb.com

EXPRESS MAILING CERTIFICATE

I, Ivette C. Keen (name) do hereby certify that the foregoing documents are being deposited with the United States Postal Service as Express Mail postage prepaid in an envelope addressed to the Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513 on this date of 3/31/99 (date)

Ivette C. Keen (Signature)

EL112973620US (Name)

3/31/99 (Express Mail Label Number)

3/31/99 (Date of Deposit)

March 31, 1999

VIA EXPRESS MAIL

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

Re: Trademark Applications Serial Nos. 75/347671 and 75/347672

Dear Sir/Madam:

Enclosed please find the following documents relating to the above-referenced pending trademark applications:

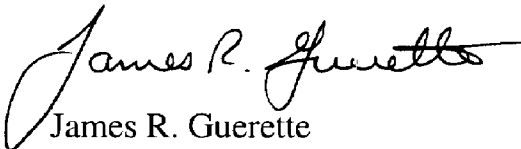
1. Recordation Form Cover Sheet.
2. Copies of documents changing the name of RC Distribution Holdings, Inc. to Freshpoint Holdings, Inc. including (i) Written Consent of Stockholders dated July 22, 1997 approving the change of name from RC Distribution Holdings, Inc. to Freshpoint Holdings, Inc., (ii) Directors' Written Consent To Action dated July 22, 1997 approving the Amended and Restated Certificate of Incorporation for Freshpoint Holdings, Inc., (iii) Incorporation Certificate dated December 29, 1998 of Freshpoint Holdings, Inc.
3. A check in the amount of \$65 made payable to the United States Patent and Trademark Office for payment of the \$40.00 fee for recording the name change of the first above-referenced trademark application and the \$25.00 fee for recording the name change for the second above-referenced trademark application.

March 31, 1999

Page 2

Upon receipt of these documents, please record the name change of RC Distribution Holdings, Inc. to Freshpoint Holdings, Inc. in connection with the above-referenced trademark applications. Should you have any questions regarding any of the foregoing, please do not hesitate to call me.

Sincerely,

A handwritten signature in black ink that reads "James R. Guerette". The signature is written in a cursive style with a large, sweeping initial "J".

James R. Guerette
Loeb & Loeb LLP

SJS:jg
66666666666
NY89602.2
Enclosures