

04-29-1999



FORM PTO-1594
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)

101022982 COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

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

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

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

2. Name and address of receiving party(ies)

Name: McCain Foods USA, Inc.
 Internal Address: a corporation of the State of Maine
 Street Address: 2905 Butterfield Road
 City: Oak Brook State: IL Zip: 60521-1106
 Country: U.S.A.

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State State of Maine
- 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
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 9, 1998

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

A. Trademark Application No.(s)

75/373,626
75/472,197

B. Trademark Registration No.(s)

1,769,417
696,537

Additional numbers attached? Yes No

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

Name: Robert B. Cohen, Esq.
 Internal Address: LERNER, DAVID, LITTENBERG,
KRUMHOLZ & MENTLIK, LLP
 Street Address: 600 South Avenue West
 City: Westfield State: NJ ZIP: 07090

6. Total Number of applications and registrations involved: 12

7. Total Fee (37 CFR 3.41).....\$ 315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12-1095

(Attach duplicate copy of this page if paying by deposit account)

04/27/1999 JSMB/ZZ 00000020 121095 75373626

DO NOT USE THIS SPACE

01 FC:481 40.00 CH

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.

Robert B. Cohen, Esq.
(Name of Person Signing)


 (Signature)

April 14, 1999
(Date)

Total number of pages including cover sheet, attachments, and document: **5**

Mail documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231 Attention: Assignments

TRADEMARK
REEL: 1888 FRAME: 0750

4.19.99

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

Trademark Application Nos.

Trademark Registration Nos.

703,626

781,087

881,342

942,052

1,006,423

1,186,026

1,829,925

2,046,789

DOMESTIC
BUSINESS CORPORATION

STATE OF MAINE

ARTICLES OF AMENDMENT

(Shareholders Voting as One Class)

MCCAIN FOODS, INC.

(Name of Corporation)

Minimum Fee \$35 (See §1401 sub-§15)

File No. 19520041 D Pages 3
Fee Paid \$ 35
DCN 1983441800032 LNME

FILED
10-DEC-98

Julie R Flynn
Deputy Secretary of State

True Copy of Articles By Signature
Julie R Flynn
Deputy Secretary of State

Pursuant to 13-A MRSA §§805 and 807, the undersigned corporation adopts these Articles of Amendment:

FIRST: All outstanding shares were entitled to vote on the following amendment as one class.

SECOND: The amendment set out in Exhibit A attached was adopted by the shareholders on (date) 12/9/98
("X" one box only)

at a meeting legally called and held OR by unanimous written consent

THIRD: Shares outstanding and entitled to vote and shares voted for and against said amendment were:

<u>Number of Shares Outstanding and Entitled to Vote</u>	<u>NUMBER Voted For</u>	<u>NUMBER Voted Against</u>
4,728,154	4,728,154	0

FOURTH: If such amendment provides for exchange, reclassification or cancellation of issued shares, the manner in which this shall be effected is contained in Exhibit B attached if it is not set forth in the amendment itself.

FIFTH: If the amendment changes the number or par values of authorized shares, the number of shares the corporation has authority to issue thereafter, is as follows:

<u>Class</u>	<u>Series (If Any)</u>	<u>Number of Shares</u>	<u>Par Value (If Any)</u>
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The aggregate par value of all such shares (of all classes and series) having par value is \$ _____

The total number of all such shares (of all classes and series) without par value is _____ shares

SIXTH: The address of the registered office of the corporation in the State of Maine is _____

84 Harlow Street, Bangor, ME 04401

(street, city, state and zip code)

DATED December 9, 1998

*By Gerald E. Rudman
(signature)

Gerald E. Rudman, Clerk

(type or print name and capacity)

*By _____
(signature)

(type or print name and capacity)

MUST BE COMPLETED FOR VOTE OF SHAREHOLDERS
I certify that I have custody of the minutes showing the above action by the shareholders.
<u>Gerald E. Rudman</u> (signature of clerk, secretary or asst. secretary)

Gerald E. Rudman, Clerk

NOTE: This form should not be used if any class of shares is entitled to vote as a separate class for any of the reasons set out in §806, or because the articles so provide. For vote necessary for adoption see §805.

*This document MUST be signed by (1) the Clerk OR (2) the President or a vice-president *and* the Secretary or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the Directors or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the Holdings, or such of them as may be designated by the holders, of record of a majority of all outstanding shares entitled to vote thereon OR (5) the Holdings of all of the outstanding shares of the corporation.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101

FORM NO. MBCA-9 Rev. 96

TEL. (207) 287-4195

TRADEMARK
REEL: 1888 FRAME: 0753

**EXHIBIT A
TO
ARTICLES OF AMENDMENT
OF
McCain Foods, Inc.**

By unanimous written consent of the Shareholders of McCain Foods, Inc. on December 9, 1998, the following resolution was adopted:

RESOLVED: That the corporation be and hereby is authorized to file Articles of Amendment with the office of the Secretary of State of Maine to change the name of the corporation to:

McCain Foods USA, Inc.