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04-29-1999



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101023779

To the Honorable Commissioner of Patents and Trademarks, please return the attached original document or copy thereof.

56-21-19
Power

1. Name of conveying party(ies):

MK Holdings, Inc.

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

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

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

Name: Native Planet Foods, Inc.

Internal Address: _____

Street Address: 15020 North 74th Street

City: Scottsdale State: Arizona ZIP: 85260

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - State of Arizona
- 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) and address(es) attached? Yes No

3. Nature of conveyance:

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

Execution Date: December 7, 1998

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

A. Trademark Application No.(s)

Ten apps. as shown on Exhibit "A"

B. Trademark Registration No.(s)

Five regs. as shown on Exhibit "A"

Additional numbers attached? Yes No

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

Name: SNELL & WILMER L.L.P.

Internal Address: Attn: Laura J. Zeman

Street Address: One Arizona Center

400 East Van Buren

City: Phoenix State: AZ ZIP: 85004-0001

6. Total number of applications and registrations involved:

15

7. Total fee (37 C.F.R. §3.41) \$ 390.00

- Enclosed - check no. S&W 27640
- Deficiency only authorized to be charged to deposit account

8. Deposit account number:

19-2814

04/27/1999 JSHABAZZ 00000230 74635850

DO NOT USE THIS SPACE

01 FC:481
02 FC:482

40.00 DP
350.00 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.

Laura J. Zeman, Reg. No. 36,078

Name of Person Signing

Laura J. Zeman
Signature

April 8, 1999

Date

Exhibit "A"
U.S. Trademark properties owned by
MK Holdings, Inc., now Native Planet Foods, Inc.

No.	Mark	App. or Reg. No.	Filing or Reg. Date
1.	MISS KAREN'S	74/635,850 filed	17 February 1995
2.	MISS KAREN'S with Diamond Design	74/635,899 filed	17 February 1995
3.	FRUTAZZA	75/368,155 filed	6 October 1997
4.	JUICE FUSION	75/520,383 filed	16 July 1998
5.	BLENDING THE FRUITS OF LIFE	75/520,382 filed	16 July 1998
6.	FROZEN FUSION FRUIT SMOOTHIES with Fruit Swirl Design	75/520,399 filed	16 July 1998
7.	FROZEN FUSION FRUIT SMOOTHIES with Plain Swirl Design	75/520,397 filed	16 July 1998
8.	FLAVOR ADVANTAGE	75/592,979 filed	20 November 1998
9.	A REAL FRUIT FIX	75/592,520 filed	20 November 1998
10.	NATURAL MIXERS	75/599,633 filed	3 December 1998
11.	YOGURT FUSION	2,127,620 registered	6 January 1998
12.	SMOOTHIE FUSION	2,127,640 registered	6 January 1998
13.	FROZEN FUSION	2,129,302 registered	13 January 1998
14.	FRUIT FUSION	2,177,103 registered	28 July 1998
15.	FROZEN FUSION FRUIT SMOOTHIES with Diamond / Ribbon Design	2,178,969 registered	4 August 1998

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09.00 AM 12/10/1998
98100535 - 2355383

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION**

MK Holdings, Inc., a corporation organized and existing under the General Corporation law of the State of Delaware,

DOES HEREBY CERTIFY:

First: that at a meeting of the Board of Directors of MK Holdings, Inc. the Board adopted a resolution for the amendment of Article I of the Certificate of Incorporation so that, as amended, Article I will read in its entirety as follows:

"Name

"The name of this corporation (the "Corporation") is Native Planet Foods, Inc."

and the Board declared the advisability of the proposed amendment and called a special meeting of the stockholders entitled to vote in respect thereof for its consideration.

Second: that thereafter the stockholders of the corporation, at a meeting called and held on December 4, 1998, upon notice in accordance with Section 222 of the General Corporation Law of Delaware, at which meeting the holders of all of the corporation's voting stock were present, voted unanimously in favor of the proposed amendment, all in accordance with Section 242 of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, MK Holdings, Inc. a corporation that will be known as Native Planet Foods, Inc. on the effective date of the amendment, has caused this certificate to be signed by Richard B. Wilks, its authorized officer, this Seventh day of December, 1998.

By


Richard B. Wilks, Secretary