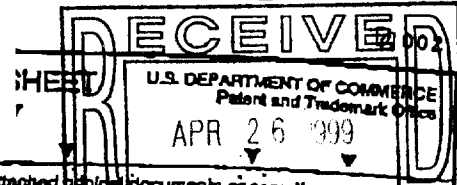


05-05-1999

003

FORM PTO-1584 (Rev. 8-88) OMB No. 0661-0011 (exp. 4/94)



Tab settings

101028748

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

1. Name of conveying party(ies): PORINO'S GOURMET FOOD, INC. Formerly DAMIEN CORPORATION

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

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

- Nature of conveyance: Assignment Merger
Security Agreement Change of Name
Other

Execution Date:

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

A. Trademark Application No(s)

Handwritten: 4.26-99

B. Trademark Registration No.(s)

Handwritten: No. 1,750,288; No. 1,716,147; No. 2,1087,391

Additional numbers attached? Yes No

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

Name: Michael Dressler

Internal Address: c/o PGF, LLC

Street Address: 4 BLOSSOM STREET

City: W. WARWICK State: RI ZIP: 02893

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$90.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

Handwritten: NA

(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.

Signature: Michael Dressler Name of Person Signing

Signature: Michael B. Dressler

Date: 4/6/99

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

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

05/04/1999 DNGUYEN 00000228 1750288

01 FC:481 40.00 DP
02 FC:482 50.00 DP

TRADEMARK ASSIGNMENT

WHEREAS, **PORINO'S GOURMET FOOD, INC.**, formerly known as Damien Corporation, a Rhode Island corporation ("Porino's") having its principal place of business at 4 Blossom Street, West Warwick, Rhode Island 02893, has adopted the trademarks shown on Schedule A hereto, which are registered in the United States Patent and Trademark Office (hereinafter called the "Trademarks"), and uses such Trademarks in conjunction with the manufacture and sale of sauces and other products (the "Products"); and

WHEREAS, **PGF, LLC**, a Rhode Island limited liability company ("PGF"), having its principal place of business at 4 Blossom Street, West Warwick, Rhode Island 02893, is desirous of acquiring the assets of and has acquired the assets of Porino's, together with the Trademarks, the registrations thereof, and all common law rights in the Trademarks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Porino's hereby assigns to PGF, its successors and assigns, all right, title and interest in and to the Trademarks, including all common law rights therein, together with the registrations thereof, and the goodwill of the businesses symbolized by the Trademarks. Porino's covenants with PGF that it is the present owner and holder of the Trademarks and that the Trademarks are validly existing, have not been abandoned, and are in full force and effect and that it has full power to execute this Assignment. Porino's further assigns to PGF, its successors and assigns, all its right, title and interest in and to any other trademarks now used or previously used by it which marks are not registered, including, without limitation, those set forth on Schedule B. Meaning and intending to assign and hereby assigning all right, title and interest of Porino's in and to all trademarks including all common law rights therein, together with the registrations thereof and any goodwill of any businesses symbolized thereby utilized by Porino's in the conduct of the Food Business as more particularly described in the Agreement of Purchase and Sale between the parties dated March 20, 1999.

PORINO'S GOURMET FOOD, INC.

Date: April 6, 1999

By: Herminio R. Correia
Herminio R. Correia, President

State of Rhode Island
County of Providence

On this 6th day of April, 1999, before me appeared Herminio R. Correia to me personally known, who, being by me duly sworn, acknowledged that he is the President of Porino's and that the foregoing instrument was signed on behalf of Porino's by authority of its Board of Directors as the free act and deed of Porino's, and the free act and deed of Herminio R. Correia as President.

Amy L. Mauer
Notary Public
My Commission Expires: 6/23/2001

SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>
PORINO'S	No. 1,750,288
GARDINA FRESCA	No. 1,716,147
PRIMI DI BELLA	No. 2,087,391

SCHEDULE B

TRADEMARK

REGISTRATION NO.

- | | | |
|----|---------------------------------------|-----------|
| 1. | PORINO'S with design
(Abandoned) | 1,718,440 |
| 2. | PRIMI DI BELLA
GOURMET PASTA SAUCE | n/a |

RUSSELL R. SICARD

ATTORNEY AT LAW

50 PARK ROW WEST
PROVIDENCE, RHODE ISLAND 02903
401 454-8000 FAX 401 453-5545

April 21, 1999

Commissioner of Patents & Trademarks
Box Assignments
Washington, DC 20231

Re: Trademarks

Dear Commissioner:

Enclosed please find a Trademark Recordation Form Cover Sheet with the Trademark Assignment attached, together with the fee in the amount of \$90.00.

Also enclosed is a copy of a Certificate of Standing from the Secretary of State of the State of Rhode Island for Porino's Gourmet Food, Inc. Please note on page 4 thereof, the change of name of the corporation from *Damien Corporation* to *Porino's Gourmet Food, Inc.*

Please record and return any necessary documentation to me at the above address.

Very truly yours,

A handwritten signature in black ink, consisting of a large, stylized 'R' followed by a horizontal line extending to the right.

Russell R. Sicard

RRS/pc
Enclosures

TRADEMARK
REEL: 1891 FRAME: 0807



James R. Langevin, Secretary of State

Date: April 1, 1999

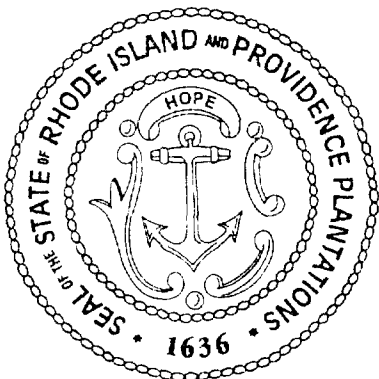
PORINO'S GOURMET FOOD, INC.
(11 Pages)

*A TRUE COPY WITNESSED UNDER THE SEAL OF THE STATE
OF RHODE ISLAND AND PROVIDENCE PLANTATIONS*

James R. Langevin

Secretary of State

By Debra Antonelli





STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
APR 8 1 18 PM '97

FILED

APR 8 1997

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF

By ME59
160273

PORINO'S GOURMET FOOD, INC.

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is PORINO'S GOURMET FOOD, INC.
2. The shareholders of the corporation (or, where no shares have been issued, the board of directors of the corporation) on MARCH 24, 1997, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

(If additional space is required, please list on separate attachment)

THAT THERE SHALL BE 2,500,000 SHARES OF COMMON STOCK AUTHORIZED FOR ISSUANCE, HAVING A PAR VALUE OF 1¢ (ONE CENT) PER SHARE. THERE SHALL BE ONE CLASS OF COMMON STOCK. THIS AMENDMENT SHALL SUPPLANT THE SECOND AMENDMENT ENUMERATED IN THE ARTICLES OF AMENDMENT FILED WITH THE OFFICE OF THE SECRETARY OF STATE ON DECEMBER 30, 1996, AND SHALL RELATE BACK TO AND TAKE EFFECT AS OF JANUARY 28, 1997, PURSUANT TO R.I.G.L., SECTION 7-1.1-53.

3. The number of shares of the corporation outstanding at the time of such adoption was 800; and the number of shares entitled to vote thereon was 800.
4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:
(If inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
NONE	

5. The number of shares voted for such amendment was 800; and the number of shares voted against such amendment was 0.

6. The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

Class	Number of Shares Voted	
	For	Against
NONE		

7. The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

NO CHARGE

8. The manner in which such amendment effects a change in the amount of stated capital, and the amount (expressed in dollars) of stated capital as changed by such amendment, are as follows: (If no change, so state)

NO CHARGE

9. Date when amendment is to become effective: JANUARY 28, 1997
(not more than 30 days after the filing of these Articles of Amendment)

Dated MARCH 28, 19 97

PORINO'S GOURMET FOOD, INC.

By Edward Couto President

EDWARD COUTO
Its PRESIDENT President ~~or Vice President~~

and Richard R. Rampino Sec

RICHARD R. RAMPINO
Its SECRETARY Secretary ~~or Assistant Secretary~~

STATE OF RHODE ISLAND
COUNTY OF KENT

In WEST WARWICK, on this 20 day of April, 1997, personally appeared before me EDWARD COUTO, who being by me first duly sworn, declared that he/~~she~~ is the PRESIDENT of PORINO'S GOURMET FOOD, INC. and that he/~~she~~ signed the foregoing document as PRESIDENT of the corporation, and that the statements therein contained are true.

[Signature]
Notary Public
My Commission Expires: 08/07/98

State of Rhode Island and Providence Plantations

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

Damien Corporation

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is
Damien Corporation

SECOND: The shareholders of the corporation on....., 1996,
in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended,
adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

First Amendment: That the name of the corporation be changed to
PORINO'S GOURMENT FOOD, INC.

Second Admendment: That the number of authorized shares of common
stock be increased from 800 to 2,500,000 shares of
no par common stock. There shall be one class
of stock.

Third Amendment: That the internal affairs of the corporation
be managed by a Board of Directors to be elected
in accordance with the by-laws of the corporation
as amended.

Fourth Amendment: Provision 6(c) as set forth on the original
articles of incorporation is hereby deleted
in its entirety.

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175849

FILED

DEC 30 1996

CCAT 2
BY 175849

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 800; and the number of shares entitled to vote thereon was 800

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares</u>
NONE	

FIFTH: The number of shares voted for such amendment was 800; and the number of shares voted against such amendment was none

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

<u>Class</u>	<u>Number of Shares Voted</u>	
	<u>For</u>	<u>Against</u>
NONE		

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

NO CHANGE

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

NO CHANGE

Dated Dec. 13, 1996

Damien Corporation
By Edward Couto President
Edward Couto
Its President
and Richard R. Rampino Sec.
Richard R. Rampino
Its Secretary

STATE OF RHODE ISLAND

COUNTY OF KENT

} Sc.

At Warwick in said county on this 13th day of
1996, personally appeared before me the above
parties, who, being by me first duly sworn, declared that ^{they are} ~~he/she~~ is the President
and Secretary of Damien Corporation

^{they} ~~he/she~~ signed the foregoing document as President and Secretary of the
corporation, and that the statements therein contained are true.


Notary Public
Kenneth J. Rampino
Commission Expires: 7/21/97

(NOTARIAL SEAL)



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State

July 24, 1998

Kenneth J. Rampino, Esq.
615 Jefferson Boulevard
Warwick, RI 02886

Re: PORINO'S GOURMET FOOD, INC.

Dear Mr. Rampino:

On December 30, 1996, this office accepted for filing articles of amendment for the above-named corporation. The amendment reflected the corporate name change from DAMIEN CORPORATION to PORINO'S GOURMET FOOD, INC. However, there appears to be a typographical error in the spelling of gourmet. The original amendment reflects the spelling as "gourment."

A "correction" can be recorded by filing the enclosed set of articles of amendment marked "correction." There is no fee for filing this amendment. If you have any questions, please feel free to contact the undersigned.

Very truly yours,

CORPORATIONS DIVISION

Maureen E. Ewing
Maureen E. Ewing
Administrative Assistant

Enc.

Room 220
State House
Providence
Rhode Island
02903-1105

Administration/
Public Information:
401-277-2357
T.D.D.: 401-277-2311
Fax: 401-277-1356

State Archives:
401-277-2353
Fax: 401-277-3199

Corporations/UCG:
401-277-3040
Fax: 401-277-1309

Elections:
401-277-2340
Fax: 401-277-1444

First Stop Business
Information Center:
401-277-4400

Notary/Trademarks:
401-277-1487

State House Library:
401-277-2473

<http://www.state.ri.us>

FICTITIOUS BUSINESS NAME STATEMENT
(To be filed in Duplicate)

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-7.1 for corporations or 7-16-9 for limited liability companies of the General Laws, 1956, as amended, the undersigned hereby submits the following statement for authority to transact business in the State of Rhode Island under a fictitious name:

FIRST: Fictitious business name to be used: ^{OK} ~~PORTINO'S CORPORATION~~ ^{OK} ~~PORTINO'S TOMATO SAUCES~~
~~PORTINO'S SPECIALTY PRODUCTS~~

SECOND: Legal name of applicant corporation or limited liability company: ~~DAMIEN CORPORATION~~

THIRD: Organized under the laws of: Rhode Island

FOURTH: Date of organization: August 16, 1984

FIFTH: If a corporation, business in which corporation is engaged: To manufacture, bottle, package, merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and food stuffs of all kinds and for all purposes, and to generally deal in groceries and grocery products. And any other lawful business.

SIXTH: If a corporation, address of registered office of the corporation within Rhode Island: 4 Blossom Street, West Warwick RI 02893

SEVENTH: Applicant is otherwise authorized to do business in the State of Rhode Island.

Dated October 29, 1992

TARA FOOD SERVICES, INCORPORATED
(Applicant)

By: [Signature]
Its: President

Rec'd & Filed DEC 4 1992 9:08 AM 90415

RECEIVED
DEC 23 1 53 PM '92

State of Rhode Island and Providence Plantations
BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is Damien Corporation

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

To manufacture, bottle, package, merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and food stuffs of all kinds and descriptions, whether in bulk, package, bottle or can, including tomato sauce of all kinds and for all purposes, and to generally deal in groceries and grocery products.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

(a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.

(b) To sue and be sued, complain and defend, in its corporate name.

(c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

(d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

(f) To lend money and to use its credit to assist its employees.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.

(k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.

(l) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.

(q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) *If only one class:* Total number of shares800 no. par value

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

or

(b) *If more than one class:* Total number of shares

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

NONE

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

- a) There shall be no Board of Directors ff this Corporation. Any and all of the powers normally vested in the Board of Directors shall be vested in the shareholders.
- b) The shareholders of this corporation may act without a meeting in accordance with the provisions of Section 7-1.1-30.3 of the Rhode Island Corporation Act.
- c) The corporation shall have the right, in the case of the sale of stock by any shareholders, to purchase said stock at the lowest price at which he is willing to sell, before the same shall be sold by him to any other party within 30 days of notice to the corporation of intention to sell said stock. Said shares of stock, without par value, may be issued by the corporation from time to time for such property, tangible or intangible, or real estate as may be fixed from time to time by the corporation.

SEVENTH. The address of the initial registered office of the corporation is 1414 Atwood Avenue, Johnston, Rhode Island 02919 (add Zip Code) and the name of its initial registered agent at such address is: Kenneth J. Rampino, Esq.

EIGHTH. The number of directors constituting the initial board of directors of the corporation is -0- and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

<i>Name</i>	<i>Address</i>
Edward Couto President	18 Rolling Green Lane, W. Warwick, RI
Herminio Correia Vice President	31 Brayton Street, W. Warwick, RI
Jaime Couto Treasurer	41 Sweet Briar Lane, W. Warwick, RI
Richard R. Rampino Secretary	50 Holly Hill Road, W. Warwick, RI
.....
.....

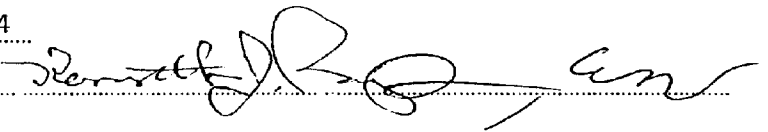
NINTH. The name and address of each incorporator is:

<i>Name</i>	<i>Address</i>
Kenneth J. Rampino, Esq.	50 Palm Blvd. No., Warwick, RI
.....
.....

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

immediately upon filing August 16, 1984

Dated August 6, 1984



STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

} In the City
Town }

of Johnston.....

in said county this7th..... day ofAugust....., A.D. 1984.....

then personally appeared before meKenneth J. Rampino, Esq.....

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Deborah C. Fildes
Notary Public
DEBORAH C. FILDES

01795

AUG 16 1984

08/16/84 PAID CP11 110.00
CHEK 110.00
0006A001