

RECORDATION FOR
TRADEMARK



06-23-1999

Mail No. : EM 490 492 908 US

DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks, Pl.
Box Assignment, Washington, DC 20231

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copy thereof.

ME 06-11-99

1. Name of conveying party(ies):

National Sea Products Incorporated

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other

- Association
- Limited Partnership

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

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

Name: High Liner Foods (U.S.A.), Incorporated

Internal Address: _____

Street Address: One High Liner Avenue

City Portsmouth State NH ZIP 03801

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designation 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 30, 1998

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

A. Trademark Application No. (s) 75/530,099
FISHER BOY A GREAT CATCH and Design

B. Trademark registration No.(s) 1,256,274 40 FATHOMS AND DESIGN

Additional numbers attached? Yes No

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

PENNIE & EDMONDS LLP
1155 Avenue of the Americas
New York, NY 10036

Attn.: Ilene B. Tannen, Esq.

File No.: 2772-023

6. Total number of applications and registrations involved: 20

7. Total fee (37 CFR 3.41):.....\$ 515

Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

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.

Ilene B. Tannen

Name of Person Signing Reg. No.

Ilene B. Tannen
Signature

6/11/99
Date

Total number of pages comprising cover sheet: 2

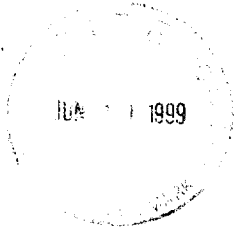
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231



<u>MARK</u>	<u>APPL. NO.</u>	<u>REG. NO.</u>
40 FATHOMS AND DESIGN		854,740
40 FATHOMS AND DESIGN		925,196
BOOTH		568,144
BOOTH AND FISH DESIGN		1,738,498
COMMODORE AND DESIGN		1,372,834
FISH DESIGN		902,704
FISHER BOY A GREAT CATCH AND DESIGN	75/530,099	
FISHER BOY AND DESIGN	75/532,113	
FISHER BOY AND DESIGN		1,690,368
FISHER BOY SILHOUETTE DESIGN	75/551,109	
FISHER BOY, THE FISH THAT'S FUN TO EAT!		1,865,355
LIGHT TONIGHT		1,870,695
NATIONAL SEA PRODUCTS		1,797,990
PROTECT 'R PAK		1,710,756
SEA FRESH		1,390,977
SEAFRESH		674,357
SHRIMPETTES		1,302,247
SPANISH RUBEO		1,374,092
TAMPA BAY		1,815,558

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State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NATIONAL SEA PRODUCTS INCORPORATED", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "HIGH LINER FOODS (USA), INCORPORATED", THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Edward J. Freel, Secretary of State

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AUTHENTICATION: 9496832

DATE: 12-30-98

MAY 05 '99 10:33

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NATIONAL SEA PRODUCTS INCORPORATED

NATIONAL SEA PRODUCTS INCORPORATED, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), **DOES HEREBY CERTIFY:**

FIRST: That the Board of Directors of the Corporation, by unanimous written consent, in accordance with the provisions of Section 242 of the DGCL, have duly and unanimously adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, recommending said amendment to the shareholders of the Corporation as being advisable and in the best interests of the Corporation and directing that such amendment be submitted to and be considered by the shareholders of the Corporation for approval by written consent. The proposed amendment to the Certificate of Incorporation of the Corporation is as follows:

Article I of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

The name of the Corporation is High Liner Foods (U.S.A.), Incorporated.

SECOND: That thereafter, pursuant to the resolution of its Board of Directors certified to in the preceding paragraph, the proposed amendment as set forth in this Certificate of Amendment of Certificate of Incorporation was duly adopted by written consent of the holders of a majority of the outstanding shares of Common Stock of the Corporation in accordance with the provisions of Sections 228 and 242 of the DGCL and the terms of the Certificate of Incorporation.