

07-23-1999

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TRADEMARKS ONLY




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and Trademarks:
ent or copy thereof.

MEP 6-28-99

1. Name of Party(ies) conveying an interest: Foster Food Products <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation State <u>California</u> <input type="checkbox"/> Other _____		2. Name and Address of Party(ies) receiving an interest: Name: <u>Foster Poultry Farms</u> Internal Address: _____ Street Address: <u>1000 Davis Street</u> City: <u>Livingston</u> State: <u>California</u> Zip: <u>95334</u> <input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation State: <u>California</u> <input type="checkbox"/> Other _____ Citizenship _____	
3. Interest Conveyed: <input type="checkbox"/> Assignment <input type="checkbox"/> Change of Name <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Other _____		 06-28-1999 <small>U.S. Patent & TMO/c/TM Mail Rcpt Dt. #61</small>	
4. Application number(s) or registration number(s).		domiciled in the United States, a stic representative designation is ed: <input type="checkbox"/> Yes <input type="checkbox"/> No attached document must not be an nment.)	
A. Trademark Application No.(s)		B. Trademark Registration No.(s) 1,121,102	
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Karen S. Smith, Esq.</u> Internal Address: <u>Flehr Hohbach Test</u> <u>Albritton & Herbert LLP</u> Street Address: <u>Four Embarcadero Center, Suite 3400</u> City: <u>San Francisco</u> State: <u>California</u> Zip: <u>94111</u>		6. Number of applications and registrations involved: One	
		7. Amount of fee enclosed or authorized to be charged: \$40.00	
		8. Deposit Account No. 06-1300 (Order No. TA-40038-64/KSS)	

DO NOT USE THIS SPACE

9. Date of execution of attached document December 17, 1990.

10. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and any attached copy is a true copy of the original document. Executed on:

07/22/1999 DNGUYEN 00000433 061300 1121102 June 24, 1999
 Date

01 FC:481 40.00 CH

Karen S. Smith
 Signature

Karen S. Smith, Reg. No. 31,426

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FILED
In the office of the Secretary of State
of the State of California

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DEC 18 1990

CERTIFICATE OF OWNERSHIP
OF FOSTER FOOD PRODUCTS*March Fong Eu*
MARCH FONG EU, Secretary of State

Thomas Foster and George Foster certify that:

1. They are the President and Secretary, respectively, of Foster Poultry Farms, a California corporation.
2. Foster Poultry Farms is the parent corporation of Foster Food Products, its subsidiary, owning 100% of the outstanding shares of such subsidiary.

3. The Board of Directors of Foster Poultry Farms duly adopted the following resolution:

WHEREAS, this corporation is the owner of all of the issued and outstanding capital stock of Foster Food Products, a California corporation; and

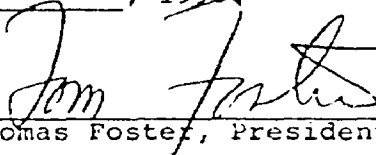
WHEREAS, it is deemed to be in the best interests of this corporation and its shareholder that Foster Food Products be merged into this corporation pursuant to Section 1110 of the California Corporations Code;

NOW, THEREFORE, BE IT RESOLVED, that Foster Food Products, a wholly owned subsidiary of this corporation, shall be merged into this corporation and that this corporation shall assume all of the liabilities of such subsidiary pursuant to Section 1110 of the Corporations Code of the State of California;

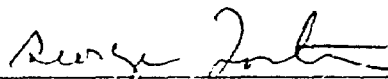
RESOLVED FURTHER, that the President and Secretary of this corporation be, and they are, hereby authorized and directed to execute and file a certificate of ownership pursuant to Section 1110 of the Corporations Code of the State of California, and to do any and all things and execute any and all documents which may be deemed necessary or proper to consummate said merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: DECEMBER 17, 1990



Thomas Foster, President



George Foster, Secretary