

MMW 6-29-99

07-20-1999



To the Honorable Commissione

Documents or copy thereof.

1. Name of conveying party  
Griffith Laboratories Worldwide, Inc.  
1 Griffith Center  
Alsip, IL 60803-4700  
 Individual(s)  
 General Partnership  Limited Partnership  
 Corporation-State of Delaware  
 Other  
Additional name(s) and address(es) attached?  Yes  No

101093504  
Griffith Laboratories International, Inc.  
Address: 1 Griffith Center  
Alsip State: IL ZIP: 60803  
 Individual(s) citizenship  
 Association  
 General Partnership  
 Limited Partnership  
 Corporation-State Delaware  
 Other

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other  
Execution Date: October 21, 1997

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

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
Additional numbers attached?  Yes  No

B. Trademark Registration No.(s)  
753,885; 1,140,993; 1,446,805

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Jocelyn G. Bolling  
Internal Address: Dorsey & Whitney LLP  
Suite 300 South  
Street Address: 1001 Pennsylvania Avenue NW  
City: Washington State DC ZIP: 20004

6. Total number of applications and registrations involved: three  
7. Total fee (37 CFR 3.41): \$ 90.00  
 Enclosed  
 Authorized to be charged to deposit account  
8. Deposit account number:  
(For Any Deficiency) 04-1425  
(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.*  
Jocelyn G. Bolling  
Name of Person Signing

Jocelyn G. Bolling 6-29-99  
Signature Date

Total number of pages comprising cover sheet: one

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion  
Mail documents to be recorded with required cover sheet information to:

07/20/1999 DNGUYEN 00000001 753885

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

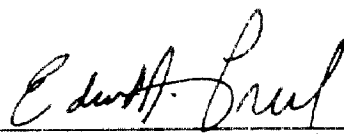
01 FC:481  
02 FC:482

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50.00 OP

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GRIFFITH LABORATORIES WORLDWIDE, INC.", CHANGING ITS NAME FROM "GRIFFITH LABORATORIES WORLDWIDE, INC." TO "GRIFFITH LABORATORIES INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 1997, AT 2:45 O'CLOCK P.M.



  
Edward J. Freel, Secretary of State

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991234989

AUTHENTICATION: 9820131

DATE: 06-22-99

TRADEMARK  
REEL: 001933 FRAME: 0703

**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
GRIFFITH LABORATORIES WORLDWIDE, INC.**

Griffith Laboratories Worldwide, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That by the unanimous written consent of the Board of Directors of Griffith Laboratories Worldwide, Inc. a resolution was duly adopted setting forth a proposed amendment to the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and directing that said amendment be submitted to the sole stockholder of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, by the Board of Directors of Griffith Laboratories Worldwide, Inc., a Delaware corporation (the "Company"), that pursuant to Sections 141 and 242 of the Delaware General Corporation Law, it is hereby proposed and declared advisable and in the best interests of the Company that Article First of the Company's Restated Certificate of Incorporation be amended so that it reads in its entirety as follows:

FIRST: The name of the corporation is:

**GRIFFITH LABORATORIES INTERNATIONAL, INC.**

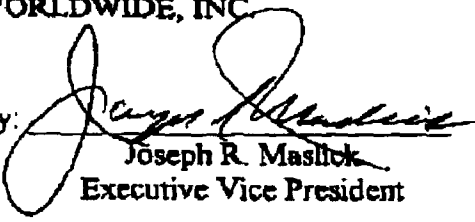
The corporation is hereinafter referred to as the "Company."

SECOND: That thereafter, pursuant to resolution of its Board of Directors, and in accordance with Sections 228 and 242 of the Delaware General Corporation Law, the sole stockholder of said corporation duly executed a written consent approving and adopting the said amendment.

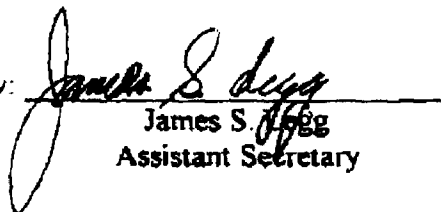
THIRD: That said amendment was duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation, Griffith Laboratories Worldwide, Inc., has caused this certificate to be signed by Joseph R. Maslick, its Executive Vice President, and attested by James S. Legg, its Assistant Secretary, this 21st day of October, 1997.

GRIFFITH LABORATORIES  
WORLDWIDE, INC.

By:   
Joseph R. Maslick  
Executive Vice President

ATTEST:

By:   
James S. Legg  
Assistant Secretary