

*MKD*  
*7-26-99*

07-27-1999

Docket No.:

25703.0005



101102602

Tab settings

To the Honorable Commissioner of Patents and Trademarks, P.O. Box 14700, Phoenix, AZ 85062-0700. Please return the attached original documents or copy them.

1. Name of conveying party(ies):

**Native Planet Foods, Inc.**  
(formerly known as MK Holdings, Inc.)

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

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

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

Name: **NPF Product Group Inc.**

Internal Address: \_\_\_\_\_

Street Address: **15020 North 74th Street**

City: **Scottsdale** State: **AZ** ZIP: **85**

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State **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) & address(es) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: **June 30, 1999**

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

A. Trademark Application No.(s)

75/599,633    74/635,899    75/592,520  
75/679,806    75/592,979  
74/635,850    75/368,155

B. Trademark Registration No.(s)

Additional numbers attached?  Yes  No

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

Name: **Shaukat Karjeker**

Internal Address: **Snell & Wilmer L.L.P.**

Street Address: **One Arizona Center**

**400 E. Van Buren**

City: **Phoenix** State: **AZ** ZIP: **85004**

6. Total number of applications and registrations involved:.....

7

7. Total fee (37 CFR 3.41):.....\$ **190.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

**19-2814**

DO NOT USE THIS SPACE

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01 FC:481 40.00 OP  
02 FC:482 150.00 OP

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.

**Shaukat Karjeker, Reg. No. 34,049**

Name of Person Signing

*By: MKD*

Signature

**July 21, 1999**

Date

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

4

**ASSIGNMENT OF TRADEMARK APPLICATIONS AND REGISTRATIONS**

WHEREAS, **NATIVE PLANET FOODS, INC.**, (formerly known as MK Holdings, Inc.) of 15020 North 74th Street, Scottsdale, Arizona 85260, owns certain marks which are pending or registered in the United States Patent and Trademark Office, enumerated on the attached Schedule A;

AND WHEREAS, **NPF PRODUCT GROUP INC.**, of 15020 North 74th Street, Scottsdale, Arizona 85260 is desirous of acquiring said marks and the registrations thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said **NATIVE PLANET FOODS, INC.** does hereby assign to said **NPF PRODUCT GROUP INC.** all right, title and interest in and to said enumerated marks, together with the goodwill of the business symbolized by the said marks and the identified registrations or applications thereof.

**NATIVE PLANET FOODS, INC.**  
**(formerly MK Holdings, Inc.)**


By: *Daniel C Buckstuff*

Typed/Printed Name: Daniel C Buckstuff

Title: Chief Executive Officer

STATE OF ARIZONA            )  
  ) SS  
COUNTY OF MARICOPA    )

On this 30th day of June, 1999, before me appeared Daniel C Buckstuff, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of the identified corporation.

[SEAL] 

*Betty L Guca*  
Notary Public

My Commission Expires:  
June 14, 2002

**SCHEDULE A**

<b>SERIAL/REGISTRATION NO.</b>	<b>MARK</b>	<b>FILING/REGISTRATION DATE</b>
75/599,633	NATURAL MIXERS	December 3, 1998
75/679,806	MAKES EVERYDAY FOODS FUNCTIONAL	April 8, 1999
74/635,850	MISS KAREN'S	February 17, 1995
74/635,899	MISS KAREN'S and Design	February 17, 1995
75/592,979	FLAVOR ADVANTAGE	November 20, 1998
75/368,155	FRUTAZZA	October 6, 1997
75/592,520	A REAL FRUIT FIX	November 20, 1998

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09.00 AM 12/18/1998  
981480535 - 7355383

**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