

09-21-1999

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



101149097

MRP 9-17-99

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

1. Name of conveying party(ies): **Hawkins Pro-Cuts, Inc.**
OPR/FINANCE

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

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

2. Name and address of receiving party(ies):
 Name: Hawkins Acquisition Corp.
 Internal Address: 500 Grapevine Highway, Suite 400
 Street Address: 500 Grapevine Highway, Suite 400
 City: Hurst State: Texas ZIP: 76054-2708

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 17, 1999

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of 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

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

A. Trademark Application No.(s): 75/554,307; 75/558,686; 75/558,689; 75/635,006; 75/635,007; 75/763,180

B. Trademark Registration No.(s): 1,144,560; 1,461,575; 1,899,300; 1,937,937; 1,937,938; 2,000,483; 2,051,761; 2,060,246; 2,127,938; 2,165,388; 2,167,113; 2,167,114; 2,177,509; 2,177,966; 2,223,337

Additional numbers attached? Yes No

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

Name:
Margaret A. Boulware

Street Address:
**Jenkins and Gilchrist, P.C.
1100 Louisiana Street, Suite 1800
Houston, Texas 77002-5214**

6. Total number of applications and registrations involved: **21**

7. Total fee (37 CFR 3.41): **\$ 540.00**

Enclosed
 Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: 10-0447
 (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.

Margaret A. Boulware Margaret A. Boulware September 14, 1999
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

09/20/1999 NTHA11 00000313 75554307
 01 FC:481 40.00 OP
 02 FC:482 500.00 OP

Date of Deposit September 14, 1999

I hereby certify under 37 CFR 1.8(a) that this correspondence is being deposited with the United States Postal Service as **first class mail** with sufficient postage on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Box ASSIGNMENT, Washington, D.C. 20231.

Kim Kennedy
 Kim Kennedy

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"HAWKINS PRO-CUTS, INC.", A TEXAS CORPORATION,

WITH AND INTO "HAWKINS ACQUISITION CORP." UNDER THE NAME OF "HAWKINS PRO-CUTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF AUGUST, A.D. 1999, AT 2 O'CLOCK P.M.



3080678 8100M

991359253

A handwritten signature in black ink, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

9943305

AUTHENTICATION:

08-27-99

DATE:

TRADEMARK
REEL: 001960 FRAME: 0507

**CERTIFICATE OF MERGER
OF
HAWKINS PRO-CUTS, INC.,
a Texas corporation
INTO
HAWKINS ACQUISITION CORP.,
a Delaware corporation**

HAWKINS ACQUISITION CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), in lieu of filing the Merger Agreement required by Section 252 of the DGCL, does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations participating in the merger herein certified is as follows:

Name	State of Incorporation
HAWKINS PRO-CUTS, INC.	Texas
HAWKINS ACQUISITION CORP.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of July 13, 1999 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the aforementioned constituent corporations in accordance with Section 252 of the DGCL.

THIRD: The name of the surviving corporation in the merger herein certified is HAWKINS ACQUISITION CORP.

FOURTH: The Certificate of Incorporation of HAWKINS ACQUISITION CORP., as now in effect, except that the name of HAWKINS ACQUISITION CORP. shall be amended to change the name in Article 1 to be: HAWKINS PRO-CUTS, INC. (the "surviving corporation"), shall continue to be the Certificate of Incorporation of said surviving corporation until it is further amended pursuant to the applicable provisions of the DGCL.

FIFTH: That the merger shall be effective upon filing of this Certificate of Merger.

SIXTH: The executed Merger Agreement is on file at the office of the surviving corporation, located at 1400 N. Kellogg, Suite E, Anaheim, California 92807.

SEVENTH: A copy of the aforementioned Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

EIGHTH: The authorized capital stock of HAWKINS PRO-CUTS, INC. consists of 1,000,000 shares of Voting Common Stock, \$1.00 par value per share, 1,000,000 shares of Nonvoting Common Stock, \$1.00 par value per share, and 1,000,000 shares of Preferred Stock, \$1.00 par value per share, of which 1,000 shares have been designated Nonvoting Series A Cumulative Preferred Stock.

676620.1\19402.0068

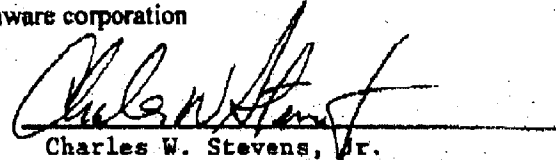
STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:00 PM 08/17/1999
991342527 - 3080678

**TRADEMARK
REEL: 001960 FRAME: 0508**

IN WITNESS WHEREOF, Hawkins Acquisition Corp. has caused this Certificate to be duly executed by an authorized person (within the meaning of the DGCL) this 17th day of August, 1999.

HAWKINS ACQUISITION CORP.,
a Delaware corporation

By:



Charles W. Stevens, Jr.

Its:

Chief Financial Officer

676620.1119402.0068