

MD 9-15-99

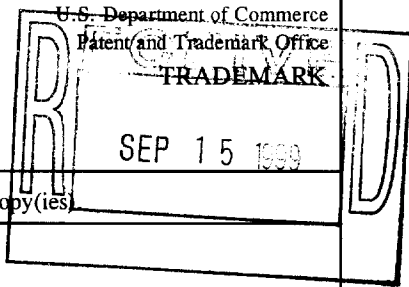
09-22-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies)

Submission Type

- New
- Resubmission Document ID #
- Correction of PTO Error Reel # Frame #
- Corrective Document Reel # Frame #

Conveyance Type

- Assignment
 - Security Agreement
 - Merger
 - Change of Name
 - Other
 - License
 - Nunc Pro Tunc Assignment
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name National Sea Products Incorporated

Execution Date
Month Day Year
12 30 1998

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization - Delaware

Receiving Party

Mark if additional names of receiving attached

Name High Liner Foods (USA) Incorporated

DBA/AKA/TA

Composed of

Address (line 1) One High Liner Avenue

Address (line 2) P.O. Box 839

Address (line 3) Portsmouth City NH State/Country 03802 Zip Code

- Individual
 - Corporation
 - Other
 - Citizenship/State of Incorporation/Organization - Delaware
 - General Partnership
 - Association
 - Limited Partnership
- If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

09/22/1999 DNGUYEN 00000662 1800216

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FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 001962 FRAME: 0107

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name
Address (line 1)
Address (line 2)
Address (line 3)
Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (617) 570-1292

Name Miriam J. Rovner
Address (line 1) Goodwin, Procter & Hoar LLP
Address (line 2) Exchange Place
Address (line 3) 53 State Street
Address (line 4) Boston, MA 02109-2881

Pages Enter the total number of pages of the attached conveyance document including any attachments.

8

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

1,800,216

Number of Properties

Enter the total number of properties involved

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

07-1700

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Paul J. Verbesev

Name and Person Signing

Paul J. Verbesev
Signature

9/15/99

Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

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.



0507525 8320

981509072

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9496832

DATE: 12-30-98

TRADEMARK
REEL: 001962 FRAME: 0109

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 AMENDMENT OF "NATIONAL SEA PRODUCTS INCORPORATED", CHANGING ITS NAME FROM "NATIONAL SEA PRODUCTS INCORPORATED" TO "HIGH LINER FOODS (USA), INCORPORATED", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 1:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



0507525 8100

981508424

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9496166
DATE: 12-30-98

TRADEMARK
REEL: 001962 FRAME: 0110

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 (USA), Incorporated.

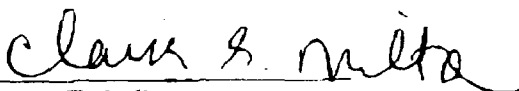
SECOND: That thereafter, pursuant to the resolution of its Board of Directors certified to in the preceding paragraph, the proposed amendment as set forth in this Certificate of Amendment of Certificate of Incorporation was duly adopted by written consent of the holders of a majority of the outstanding 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.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be signed by Henry Demone, its Chief Executive Officer, and attested to by C.E. Milton, its Assistant Secretary, as of this 30th day of December, 1998.

NATIONAL SEA PRODUCTS
INCORPORATED

By: 
Henry E. Demone
Chief Executive Officer

ATTEST:

By: 
Claire E. Milton
Assistant Secretary

RECEIVED TIMEDEC 30 10:06AM

PRINT TIMEDEC 30 10:08AM

TRADEMARK
REEL: 001962 FRAME: 0112

NATIONAL SEA PRODUCTS INCORPORATED

Consent in Lieu of Special Meeting of
Board of Directors

December 29, 1998

The undersigned, being all the Directors of National Sea Products Incorporated, a Delaware corporation (the "Corporation"), hereby consent to the adoption of the following resolutions and agree that said resolutions shall have the same effect as if duly adopted at a meeting of the Board of Directors held for the purpose:

RESOLVED: That the name of the Corporation be changed from National Sea Products Incorporated to High Liner Foods (U.S.A.), Incorporated.

RESOLVED: To approve and adopt the Certificate of Amendment to the Certificate of Incorporation of the Corporation effecting the above-described name change, substantially in the form attached hereto, and to recommend that such Certificate of Amendment to the Certificate of Incorporation be approved and adopted by the shareholders of the Corporation.

RESOLVED: That the proper officers of the Corporation be, and they hereby are, authorized to take, or cause to be taken, all such further action, and to execute and deliver or cause to be executed and delivered all such further instruments and documents in the name and on behalf of the Corporation as in their judgment shall be necessary or advisable in order to carry into effect the purposes and intent of the foregoing resolutions.

RESOLVED: That all actions heretofore taken by or on behalf of the officers of the Corporation in connection with the subject of the foregoing resolutions be and hereby are approved, ratified and confirmed in all respects.

RESOLVED: That this Consent may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

RESOLVED: To direct that this Consent be filed with the records of meetings of the Directors.

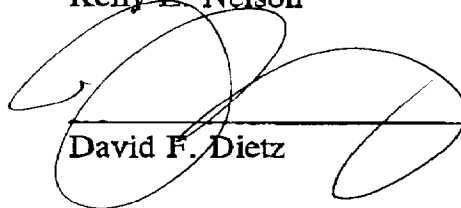
EXECUTED as of this date set forth above.



Henry E. Demone



Kelly L. Nelson



David F. Dietz

DOCSC\702975.1

NATIONAL SEA PRODUCTS INCORPORATED

Consent in Lieu of Special Meeting of
Stockholders

December 29, 1998

The undersigned, being the holders of all of the issued and outstanding shares of Common Stock of National Sea Products Incorporated, a Delaware corporation (the "Corporation"), hereby consent to the adoption of the following resolutions and agree that said resolutions shall have the same effect as if duly adopted at a meeting of the shareholders held for the purpose:

RESOLVED: That the name of the Corporation be changed from National Sea Products Incorporated to High Liner Foods (U.S.A.), Incorporated.

RESOLVED: To approve and adopt the Certificate of Amendment to the Certificate of Incorporation of the Corporation effecting the above-described name change, substantially in the form attached hereto, and to authorize and direct the proper officers of the Corporation to execute, deliver and cause such Certificate of Amendment to the Certificate of Incorporation to be filed with the Secretary of the Commonwealth.

RESOLVED: That the proper officers of the Corporation be, and they hereby are, authorized to take, or cause to be taken, all such further action, and to execute and deliver or cause to be executed and delivered all such further instruments and documents in the name and on behalf of the Corporation as in their judgment shall be necessary or advisable in order to carry into effect the purposes and intent of the foregoing resolutions.

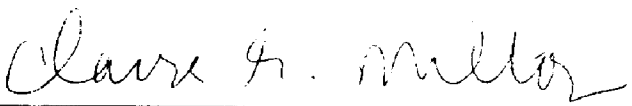
RESOLVED: That all actions heretofore taken by or on behalf of the officers of the Corporation in connection with the subject of the foregoing resolutions be and hereby are approved, ratified and confirmed in all respects.

RESOLVED: That this Consent may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

RESOLVED: To direct that this Consent be filed with the records of meetings of the shareholders.

EXECUTED as of this date set forth above.

NATIONAL SEA PRODUCTS LIMITED

By: 
Claire E. Milton
Corporate Secretary and Treasurer