

09-24-1999

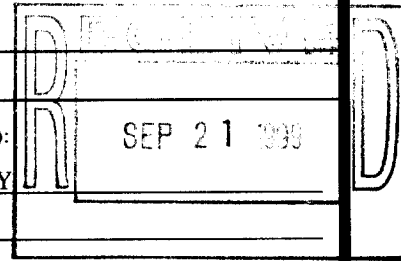
U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RECOR



101154439

9-21-99



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

1. Name of conveying party(ies):
GOOD STUFF FOOD COMPANY, INC.

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

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

2. Name and address of receiving party(ies):
 Name: **FOUR-S BAKING COMPANY**
 Internal Address: _____
 Street Address: **1771 Blake Avenue**
 City: Los Angeles State California ZIP: 90031

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: September 23, 1997

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).
 75/336,262

B. Trademark registration No(s).
 1,395,966

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Russell N. Rippamonti
 Jenkins & Gilchrist, P.C.
 Internal Address: _____

 Street Address: 1445 Ross Avenue, Ste. 3200

 City: Dallas State: Texas Zip: 75202-2799

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00

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: _____
 (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.

9/23/1999 NTHAI1 00000336 75336262

FC=101
 FC=102

Russell N. Rippamonti 40.00 OP
 Name of Person Signing 25.00 OP

Russell N. Rippamonti Signature
Sept 20, 1999 Date

Total number of pages comprising cover sheet: 7

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 THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GOOD STUFF FOOD COMPANY, INC.", CHANGING ITS NAME FROM "GOOD STUFF FOOD COMPANY, INC." TO "FOUR-S BAKING COMPANY", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 1997, AT 9 O'CLOCK A.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

2327945 8100

971329092

AUTHENTICATION: 8679808

DATE: TRADEMARK

REEL: 001963 FRAME: 0748

GOOD STUFF FOOD COMPANY, INC.

CERTIFICATE OF ADOPTION OF
AMENDMENTS TO CERTIFICATE OF INCORPORATION

This is to certify that the Board of Directors and stockholders of GOOD STUFF FOOD COMPANY, INC., a Delaware corporation, have adopted resolutions, in accordance with provisions of Section 242 of the Delaware General Corporation Law, so as to amend the Amended and Restated Certificate of Incorporation of GOOD STUFF FOOD COMPANY, INC. (the "Certificate"), as follows:

1. Article FIRST of the Certificate is amended and restated in its entirety as follows:

FIRST: The name of the Corporation is FOUR-S BAKING COMPANY.

2. Article FOURTH of the Certificate is amended and restated in its entirety as follows:

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 700,000 shares, consisting of (i) 100,000 shares of Preferred Stock, \$0.01 par value ("Preferred Stock"), and (ii) 600,000 shares of Common Stock, \$0.01 par value ("Common Stock"). The Preferred Stock and the Common Stock shall each be a class of capital stock of the Corporation. The description of the different classes of capital stock, and the statement of the relative rights of the holders of stock of such classes, is as follows:

DIVISION I.

PREFERRED STOCK

(1) Powers of Board of Directors.

Shares of Preferred Stock may be issued in one or more series at such time or times and for such consideration or considerations as the Board of Directors may determine. The Board of Directors is expressly authorized at any time, and from time to time, to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, or without voting powers and with such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, as shall be stated and expressed in the resolution or resolutions providing for the issue thereof adopted by the Board of Directors (a "Preferred Stock Designation") (and as are not in contravention of this Certificate of Incorporation or any amendment thereto).

(2) Voting Rights Where No Other Provision Made. Unless and except to the extent otherwise required by law or provided in this Certificate of Incorporation or in a Preferred Stock Designation, the holder of the Preferred Stock shall have no voting power with respect to any matter whatsoever. Unless and except to the extent otherwise required by law or provided in this Certificate of Incorporation or in a Preferred Stock Designation, the holders of the Preferred Stock shall have no right to vote as a class with respect to any matter whatsoever. Should the Preferred Stock or any series thereof be entitled to vote on any matter pursuant to a requirement of law or this Certificate of Incorporation, where no vote is provided for with

respect to such matter under the Preferred Stock Designation, each holder of such stock shall be entitled to one vote in respect of each share of such stock held by such holder of record in respect to such matter, unless some other vote is required by law or this Certificate of Incorporation.

DIVISION II.

COMMON STOCK

(1) Liquidation, etc. In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of the Preferred Stock, and subject to the participating rights, if any, of the holders of shares of Preferred Stock, holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively. Neither the merger or consolidation of the Corporation with another corporation nor the sale or lease of all or substantially all of the assets of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation.

(2) Voting. Except as may be otherwise required by law or this Certificate of Incorporation, each holder of the Common Stock have one vote in respect of each share of such stock held by him or her of record with respect to every matter coming before any meeting of the stockholders, or otherwise to be acted upon by stockholders.

DIVISION III.


OTHER PROVISIONS

(1) No Cumulative Voting. No stockholder shall have any right or power of cumulative voting except to the extent otherwise required by applicable laws.

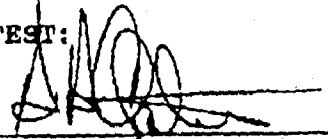
(2) Power to Change Capitalization. Subject to the provisions of any Preferred Stock Designation, or of applicable law, any amendment to this Certificate of Incorporation which shall increase or decrease the authorized capital stock of any class or classes, or which shall create any new class of authorized stock, may be adopted by the affirmative vote of the holders of shares in the corporation entitling them to exercise at least a majority of the voting power of the Corporation.

(3) No Preemptive Rights. Except as may be expressly provided in a Preferred Stock Designation, no holder of shares of stock of the Corporation shall have any preemptive right or any right whatsoever, as such holder, to subscribe to any additional issue of stock of the Corporation whatsoever, or any securities convertible into shares of stock of the corporation may be issued by the Board of Directors as the Board of Directors shall determine.

IN WITNESS WHEREOF, this Certificate of Adoption
of Amendments to Certificate of Incorporation is
executed as of the 23rd day of September, 1997.



Harlan L. Rimar
President

ATTEST:


Albert Gates, Secretary
[SEAL] 