

9-27-99

09-30-1999



101158605

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

COVER SHEET
TRADEMARKS ONLY

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS:

Please record the attached original documents or copy thereof. ATTORNEY DOCKET NO.: 04047.1001

1. Name of conveying party:

Mark 1 Industries, Inc.

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

Additional names of conveying party(ies) attached?

YES NO

2. Name and address of receiving party:

Name: FoodVision.com, Inc.

Internal Address: Suite K

Street Address: 2262 Northwest Parkway, S.E.

City: Marietta

State: GA

Zip: 30067

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation -- State: 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) and address(es) attached?

YES NO

3. Nature of conveyance:

Assignment	Merger	Other
Security Agreement	<input checked="" type="checkbox"/> Change of Name	

Execution Date:

Effective Date: June 18, 1999

4. Application number(s) or registration number(s): 75/621,880

A. Trademark Application No.(s): 75/621,880

B. Trademark Registration No.(s): N/A

Additional numbers attached? YES NO

09/30 1999 MTHA11 00000054 75621880

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40.00 OP

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Jerre B. Swann, Jr., Esq. NEEDLE & ROSENBERG, P.C. Suite 1200, The Candler Building 127 Peachtree Street, N.E. Atlanta, Georgia 30303-1811 (404) 688-0770</p>	<p>6. Total number of applications and registrations involved: 1</p>
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7. Total fee: \$40.00

Enclosed

Authorized to be charged to Deposit Account.

The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 14-0629.

8. Deposit account number: 14-0629
=====

(Attach duplicate copy of this form if paying by deposit account)

9. 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.

Jerre B. Swann Jr _____ Date 9/23/99

Jerre B. Swann, Jr., Esq.

Total Number of Pages Including Cover Sheet, Attachments, and Document:

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: BOX ASSIGNMENT, Assistant Commissioner for Trademarks, Washington, D.C. 20231, on this 23 day of September, 1999.

Jerre B. Swann Jr _____ Date 9/23/99

Jerre B. Swann, Jr., Esq.

UNANIMOUS WRITTEN CONSENT
BY THE BOARD OF DIRECTORS OF
MARK I INDUSTRIES, INC.
IN LIEU OF A MEETING

Pursuant to the General Corporation Law of the State of Delaware, as amended, which provides that any action required to be taken at a meeting of the board of directors of a Delaware corporation may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors, the undersigned, being all of the directors of Mark I Industries, Inc., a Delaware corporation (the "Corporation"), do hereby waive any and all notices that may be required to be given with respect to a meeting of the directors of the Corporation and do hereby take, ratify, affirm, and approve the following actions:

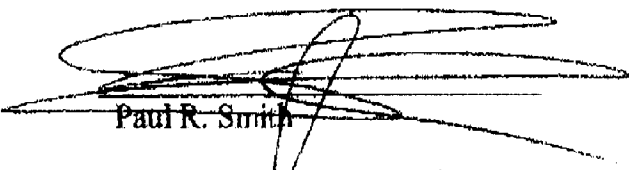
RESOLVED, that it is in the best interest of the Corporation to amend its Certificate of Incorporation to change the name of the Corporation to FoodVision.com, Inc.;

RESOLVED, that the Corporation hereby recommends that shareholders approve a resolution that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "Article I" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation (hereinafter called the "Corporation") is Foodvision.com, Inc."

RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to take all such further actions and to execute and deliver all such instruments and documents in the name and on behalf of the Corporation, and under its corporate seal or otherwise, as in their judgment shall be necessary, proper, or advisable in order to fully carry out the intent and to accomplish the purposes of the foregoing resolutions.

The undersigned, being all of the directors of the Corporation, hereby unanimously consent to, approve, and adopt the foregoing actions as of the 18th day of June, 1999, notwithstanding the actual date of the signing.



Paul R. Smith



Raj Kalra



Charles Sheehan

TRADEMARK

REEL: 001967 FRAME: 0176

WRITTEN CONSENT
BY THE SHAREHOLDERS OF
MARK I INDUSTRIES, INC.
IN LIEU OF A MEETING

Pursuant to Section 228 of the Delaware General Corporation Law, as amended, which provides that any action required to be taken at a meeting of the shareholders of a Delaware corporation may be taken without a meeting, without notice or a vote if consents in writing are signed by holders of outstanding common stock having not less than the minimum number of votes necessary to authorize such action at a meeting at which all shares entitled to vote are present, the undersigned being shareholders of Mark I Industries, Inc., a Delaware corporation (the "Corporation"), do hereby take, ratify, affirm, and approve the following actions:

WHEREAS, Paul R. Smith and Raj Kalra are each the beneficial owners of 3,090,000 shares of common stock of the Corporation, which has _____ shares of common stock issued and outstanding as of June 18, 1999, and therefore Messrs. Smith and Kalra hold more than 50% of the outstanding common stock of the Corporation;

WHEREAS, Messrs. Smith and Kalra have executed this consent to provide their consent as majority shareholders to certain amendments to the Certificate of Incorporation for the Corporation; it is therefore

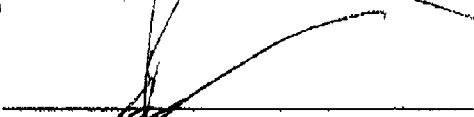
RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "Article I" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation (hereinafter called the "Corporation") is FoodVision.com, Inc."

RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized and directed to take all such further actions and to execute and deliver all such instruments and documents in the name and on behalf of the Corporation, and under its corporate seal or otherwise, as in their judgment shall be necessary, proper, or advisable in order to fully carry out the intent and to accomplish the purposes of the foregoing resolutions.

The undersigned, being all of the directors of the Corporation, hereby unanimously consent to, approve, and adopt the foregoing actions as of the 18th of June, 1999, notwithstanding the actual date of the signing.


Paul R. Smith


Raj Kalra

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF MARK I INDUSTRIES, INC.**

Mark I Industries, 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 at a meeting of the Board of Directors of Mark I Industries, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing the Article thereof numbered "Article I" so that, as amended, said Article shall be and read as follows:

"FIRST: The name of the corporation (hereinafter called the "Corporation") is FoodVision.com, Inc."

SECOND: That thereafter, pursuant to Section 228 of the General Corporation Law, a majority of the holders of the common stock of said corporation entitled to vote on the proposed amendments provided their written consent thereto.

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

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendments.

IN WITNESS WHEREOF, said Mark I Industries, Inc. has caused this certificate to be signed by Paul R. Smith, an authorized officer, this ___ day of June 1999.

By: 

Name: Paul R. Smith

Title: President