

10-18-1999

FORM PTO-1594  
1-31-92



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

*md. 10/10/99*

101173247

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

1. Name of conveying party(ies):  
SAHARA NATURAL FOODS, INC.  
14855 Wicks Boulevard  
San Leandro, California 94577

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

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

3. Nature of conveyance:

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

Execution Date: June 28, 1999

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

Name: HEALTH VALLEY COMPANY

Street Address: 16100 Foothill Boulevard

City: Irwindale State: California ZIP: 91706

- 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

(Designations must be a separate document from Assignment)  
Additional name(s) and address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

1. 75/324,149

B. Trademark Registration No.(s)

2. 1,302,879

3. 1,622,763

4. 1,770,852

5. 1,883,801

6. 1,986,842

7. 2,090,573

8. 2,152,779

9. 1,811,636

10. 2,123,876

Additional numbers attached?  Yes  No

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

Name: Robert W. Smith, Esq.  
Internal Address: McCarter & English, LLP  
4 Gateway Center

Street Address: 100 Mulberry Street

City: Newark State: New Jersey ZIP: 07101

6. Total number of applications and registrations involved: 10

7. Total Fee (37 CFR 3.41): \$ 265.00

- Enclosed
- Authorized to be charged to deposit account

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 your knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert W. Smith  
Name of Person Signing

Signature

October 11, 1999  
Date

Total number of pages comprising cover sheet: 5

TRADEMARK  
REEL: 001975 FRAME: 0252

*Office of the Secretary of State*

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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 OWNERSHIP, WHICH MERGES:

"SAHARA NATURAL FOODS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "HEALTH VALLEY COMPANY" UNDER THE NAME OF "HEALTH VALLEY COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF JUNE, A.D. 1999, AT 12 O'CLOCK P.M.

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



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A handwritten signature in cursive script that reads "Edward J. Freel".

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Edward J. Freel, Secretary of State

AUTHENTICATION: 9834765

DATE: 06-28-99

TRADEMARK  
REEL: 001975 FRAME: 0253

**CERTIFICATE OF OWNERSHIP AND MERGER**

**merging**

**SAHARA NATURAL FOODS, INC.**  
**(a California corporation)**

**with and into**

**HEALTH VALLEY COMPANY**  
**(a Delaware corporation)**

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**Pursuant to Section 253 of  
the Delaware General Corporation Law  
and Section 1110 of  
the California General Corporation Law**

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Health Valley Company, a Delaware corporation ("Parent"), and Sahara Natural Foods, Inc., a California corporation ("Sahara"), do hereby certify:

**FIRST:** That name and state of incorporation of each of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Health Valley Company	Delaware
Sahara Natural Foods, Inc.	California

**SECOND:** That the Parent is the owner of all outstanding shares of stock of Sahara, a California corporation.

**THIRD:** That the surviving corporation of the merger of Sahara with and into Parent (the "Merger") is Health Valley Company, a Delaware corporation.

**FOURTH:**

On June 10, 1999, the Board of Directors of Parent and Sahara adopted the following resolutions to merge Sahara with and into Parent:

**RESOLVED**, that Sahara be merged into Parent, and that all of the estate, property, rights, privileges, powers and franchises of Sahara be vested in and held and enjoyed by Parent as fully and entirely and without change or diminution as the same were before held and enjoyed by Sahara in its name; and

**FURTHER RESOLVED**, that the Certificate of Ownership and Merger is hereby approved and that the appropriate officers are authorized to execute, acknowledge and file the Certificate of Ownership and Merger with the State of Delaware and the State of California; and

**FURTHER RESOLVED**, that as of the effective time of said Merger, Parent shall assume all of the obligations of Sahara; and

**FURTHER RESOLVED**, that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions, and the time when the Merger shall become effective, shall be the date and time when the Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware; and

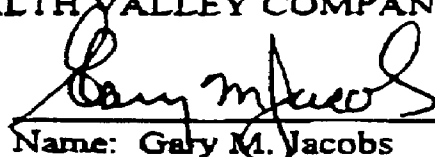
**FURTHER RESOLVED**, that the Merger be executed pursuant to the Certificate of Ownership and the Merger be, and hereby is, in all respects approved; and

**FURTHER RESOLVED**, that the officers of the Parent be, and each of them hereby is, authorized, empowered and directed, in the name of the Parent, to prepare or cause to be prepared, and to execute, verify and file, such other statements, reports, documents or returns that, in the judgment of the officer taking such action, are necessary and appropriate in order to effect the Merger.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Ownership and Merger to be executed on its behalf on this 28<sup>th</sup> day of June 1999.

HEALTH VALLEY COMPANY

By:



Name: Gary M. Jacobs

Title: Vice President, Treasurer and Secretary