

11-29-1999

TRADEMARKS ONLY

To



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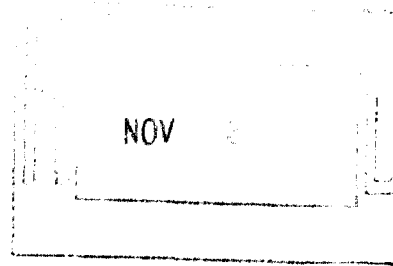
MND 11/18/99

101210627

Please record the attached original document or copy thereof.

1. Name of conveying Party(ies): VENICE MAID ACQUISITION COMPANY
 Entity: Individual(s) Association General Partnership Limited Partnership Corporation State New Jersey Other

2. Name and Address of Receiving Party(ies):
 Name: VENICE MAID FOODS, INC.
 Internal Address:
 Street Address: 270 North Mill Road, P.O. Box 1505
 City: Vineland, New Jersey 08362-1505
 Entity: Individual Association General Partnership Limited Partnership Corporation State New Jersey Other



Additional Name(s) of Conveying Party(ies) attached? Yes No
 If assignee is not domiciled in the United States, a domestic Representative designation is attached: Yes No N/A

3. Nature of Conveyance: Designations must be a separate document from Assignment
 Assignment Additional Name(s) & Address(es) attached Yes No
 Change of Name
 Security Agreement
 Merger
 Other
 Date of Execution February 14, 1997

4. Application number(s) or registration number(s) Additional sheet attached?
 Yes No

| | |
|---------------------------------|--|
| A. Trademark Application No(s): | B. Trademark Registration No(s): |
| | 1,315,938 1,201,339 |
| | 1,770,230 1,825,332 |
| | 1,062,858 634,157 |

Additional numbers attached? () Yes (x) No

5. Name and Address of Party to whom correspondence concerning document
 Name: Gary M. Nath/Michelle L. Hartland
 Internal Address: NATH & ASSOCIATES
 Street Address: 1030 Fifteenth St., N.W., 6th Floor
 City: Washington
 State: D.C. Zip: 20005

6. Number of applications and registrations involved: 6
 7. Total fee (37 CFR 3.41) \$ 165.00
 Enclosed
 Authorized to be charged to Deposit Account, if deficient

8. Deposit Account No. 14-0112
 (Attach duplicate copy of this form 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.

Signed on: 11/18/99 (date)

Gary M. Nath/Michelle L. Hartland

(Signature)

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET: 1

11/29/1999 DMSUYEN 00000003 1319336
 40.00 DP
 125.00 DP
 01 FC:481
 02 FC:482

NCB

**CERTIFICATE OF AMENDMENT TO THE FILED
CERTIFICATE OF INCORPORATION OF
VENICE MAID ACQUISITION COMPANY**

FEB 20 1997
1150207
LONNA R. HOOVER
Secretary of State

TO: The Secretary of State
State of New Jersey

Pursuant to the provision of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation.

1. The name of the corporation is

Venice Maid Acquisition Company

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation, on the 14TH day of February, 1997.

RESOLVED, That Paragraph First of the Certificate of Incorporation be amended to read as follows:

The name of the corporation is

Venice Maid Foods, Inc. ^{OK}

3. All of the 1,000 shares entitled to vote on the amendment were in favor. None were opposed.

4. This amendment is to become effective at the time of the filing of this Certificate of Amendment

Venice Maid Acquisition Company

by: Dale E. Guhr
Dale E. Guhr, President

February 14, 1997

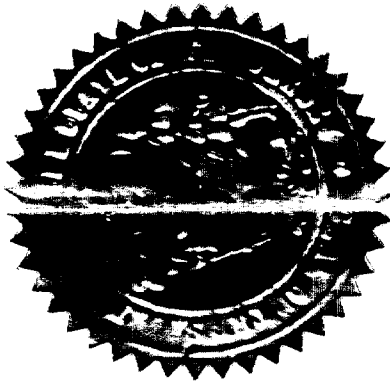
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

VENICE MAID FOODS, INC.

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Amendment
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
28th day of October, 1999*



Roland M Machold

*Roland M Machold
Treasurer*