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482-1100

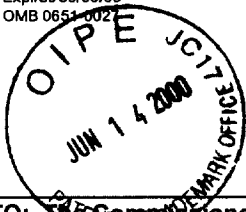
FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

06-23-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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MRD
6-14-00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
 - License
 - Security Agreement
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
05 26 00

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name HAMLIN FOOD PRODUCTS GROUP, INC.

05 26 00

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

Citizenship/State of Incorporation/Organization TEXAS

Receiving Party

Mark if additional names of receiving parties attached

Name OUR FOOD PRODUCTS GROUP, INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) OUR FOOD PRODUCTS GROUP, INC.

Address (line 2) #1 CHISHOLM TRAIL

Address (line 3) BUDA TEXAS 78610
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____

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.)

Citizenship/State of Incorporation/Organization TEXAS

FOR OFFICE USE ONLY

06/26/2000 JSHADAZZ 00000004 75769809

01 FC:481
02 FC:482

40.00 OP
1100.00 OP

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: 002062 FRAME: 0383

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

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

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

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)

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<input type="text" value="74648750"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2089153"/>	<input type="text" value="1888695"/>	<input type="text" value="1843097"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1922295"/>	<input type="text" value="1862674"/>	<input type="text" value="1896361"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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:

Authorization to charge additional fees: Yes No

Statement and Signature

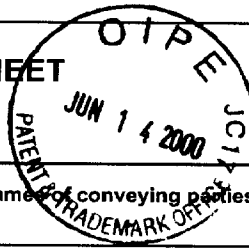
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Bruce Perkins
Name of Person Signing

Bruce Perkins
Signature

5/31/00
Date Signed

RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY



Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date

Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

Corporation Association

Other

Citizenship/State of Incorporation/Organization

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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).

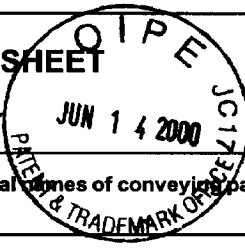
Trademark Application Number(s)

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Registration Number(s)

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RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY



Conveying Party

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Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

Individual General Partnership Limited Partnership

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Corporation Association

Other

Citizenship/State of Incorporation/Organization

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)

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1456732	1458599	1458598
1465708	1435851	



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF AMENDMENT OF

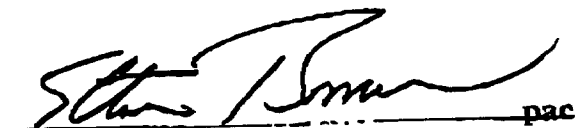
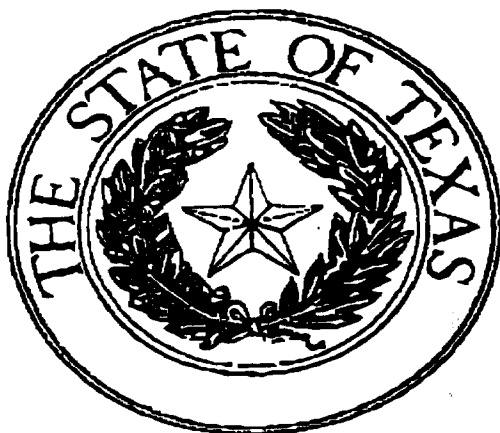
OUR FOOD PRODUCTS GROUP, INC.
FORMERLY: HAMLIN FOOD PRODUCTS GROUP, INC.
FILE NO. 1484468-0

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Amendment for the above named entity have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment.

Dated: May 26, 2000

Effective: May 26, 2000



pac

Elton Bomer
Secretary of State

TRADEMARK

REEL: 002062 FRAME: 0387

FILED
In the Office of the
Secretary of State of Texas

MAY 26 2000

Corporations Section

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HAMLIN FOOD PRODUCTS GROUP, INC.**

Pursuant to the provisions of Section 4.04 of the Texas Business Corporation Act, the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE ONE

The name of the Corporation is Hamlin Food Products Group, Inc.

ARTICLE TWO

The following amendments to the Articles of Incorporation were adopted by the stockholders of the Corporation on December 27, 1999:

- (1) ARTICLE ONE of the Articles of Incorporation is hereby amended to change the name of the Corporation to Our Food Products Group, Inc. The full text of ARTICLE ONE as amended, is as follows:

ARTICLE ONE

The name of the corporation is Our Food Products Group, Inc."

- (2) The first paragraph of ARTICLE FOUR is hereby amended to read as follows:

"The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is Forty-Five Million (45,000,000), of which (a) Ten Million (10,000,000) shares shall be designated as Class A Common Stock, par value \$.01 per share (the "Class A Common Stock"), (b) Ten Million (10,000,000) shares shall be designated as Class B Common Stock, par value \$.01 per share (the "Class B Common Stock", and together with the Class A Common Stock, the "Common Stock"), (c) Ten Million (10,000,000) shares shall be undesignated Class A Preferred Stock, par value \$.01 per share (the "Class A Preferred Stock"), (d) Ten Million (10,000,000) shares shall be undesignated Class B Preferred Stock, par value \$.01 per share (the "Class B Preferred Stock"), and (e) Five Million (5,000,000) shares shall be undesignated Class C

Preferred Stock, par value \$0.01 per share (the "Class C Preferred Stock", and together with the Class A Preferred Stock and the Class B Preferred Stock, the "Preferred Stock").

(3) The introductory paragraph in Section 4 of ARTICLE FOUR (not including the subparagraphs (a) through (k)) is hereby amended as follows:

"(4) Shares of Preferred Stock may be issued from time to time in one or more series, the shares of each series to have such designations, preferences, limitations, and relative rights, including voting rights, as shall be stated and expressed herein or in a resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation. Each such series of Preferred Stock shall be designated as Class A Preferred Stock, Class B Preferred Stock and Class C Preferred Stock so as to distinguish the shares thereof from the shares of all other series and classes. The Board of Directors of the Corporation is hereby expressly authorized, subject to the limitations provided by law, to establish and designate a series of Class A Preferred Stock, Class B Preferred Stock and Class C Preferred Stock, to fix the number of shares constituting each series, and to fix the designations and the preferences, limitations, and relative rights, including voting rights, of the shares of each series and the variations of the relative rights and preferences as between series, and to increase and to decrease the number of shares constituting each series, provided that the Board of Directors may not decrease the number of shares within a series to less than the number of shares within such series that are then issued. The relative powers, rights, preferences, and limitations may vary between and among the series of Class A Preferred Stock, Class B Preferred Stock and Class C Preferred Stock in any and all respects so long as all shares of the same series are identical in all respects, except that shares of any such series issued at different times may have different dates from which dividends thereon cumulate. The authority of the Board of Directors of the Corporation with respect to each series shall include, but shall not be limited to, the authority to determine the following:"

(4) Section 5 of ARTICLE FOUR is hereby amended to read as follows:

"(5) Except as otherwise required by law or in any resolution of the Board of Directors creating any series of Class A Preferred Stock, Class B Preferred Stock and Class C Preferred Stock, the holders of shares of Class A Preferred Stock, Class B Preferred Stock and Class C Preferred Stock and all series thereof who are entitled to vote shall vote together with the holders of shares of Common Stock, and not separately by class."

ARTICLE THREE

The holders of 4,475,000 of the outstanding shares of the Corporation entitled to vote on said amendments have signed a written consent pursuant to Section 9.10 of the Texas Business Corporation Act adopting said amendments.


The number of shares voted for such amendment was 4,475,000; and the number of shares voted against such amendment was 0.

ARTICLE FOUR

The number of shares of the Corporation outstanding at the time of such adoption was 4,475,000 and the number of shares entitled to vote thereon was 4,475,000.

Dated 13 April 2000.

HAMLIN FOOD PRODUCTS GROUP, INC.

By: 
Name: Friedrich Schell
Title: Pres.

209539.2