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04-26-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #64

Box Assignments
Commissioner of Patents and Trad
Washington, DC 20231

05-19-2000



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RECORDATION FORM COVER SHEET -- TRADEMARKS
(Form PTO-1594)

Sir:

Please record the attached original documents or copy thereof:

1. The name of the conveying party is Vacu-Dry Company, a California corporation.
2. The name and address of the party receiving the interest is SonomaWest Holdings, Inc., 100 Stoney Point Road, Santa Rosa, CA 95401, a California corporation.
3. The nature of the attached document is Certificate of Amendment of Articles of Incorporation of Vacu-Dry Company, which was executed on December 2, 1999.
4. In connection with:

The trademark/service mark registration(s) numbers:

1,708,449	VACU-DRY QUALITY DRIED FRUIT
0,680,103	VACU DRY
0,430,736	VACU-DRY (Stylized)
1,318,399	NOAH'S ARK and Design
1,208,746	NOAH'S ARK and Design
1,195,824	NOAH'S ARK
1,075,138	APPLE MUNCHIES and Design
1,138,504	PERMA-PAK
1,124,329	PERMA-PAK

5. The name and address to whom all correspondence concerning document should be mailed is:

Martin F. Majestic, Esq.
MAJESTIC, PARSONS, SIEBERT & HSUE P.C.
4 Embarcadero Center, Suite 1100
San Francisco, California 94111-4106
Telephone: (415) 248-5500
Telefacsimile: (415) 362-5418

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01 FC:481
02 FC:482

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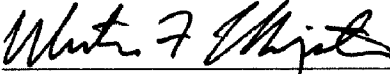
TRADEMARK
REEL: 002075 FRAME: 0481

6. A total of ten (9) registrations are involved in this request.
7. The fee of \$240.00 (\$40. FOR FIRST PROPERTY, \$25 FOR EACH ADDITIONAL ASSIGNED BY SAME ASSIGNMENT DOCUMENT) is enclosed to cover the costs of recordal.
8. The Commissioner is hereby authorized to charge any additional fees which may be required, or credit any overpayment, to Deposit Account No. 13-1030.
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.

Respectfully submitted,

MAJESTIC, PARSONS, SIEBERT & HSUE P.C.

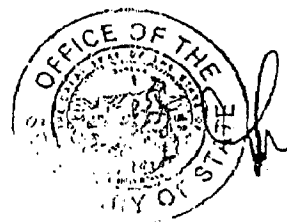
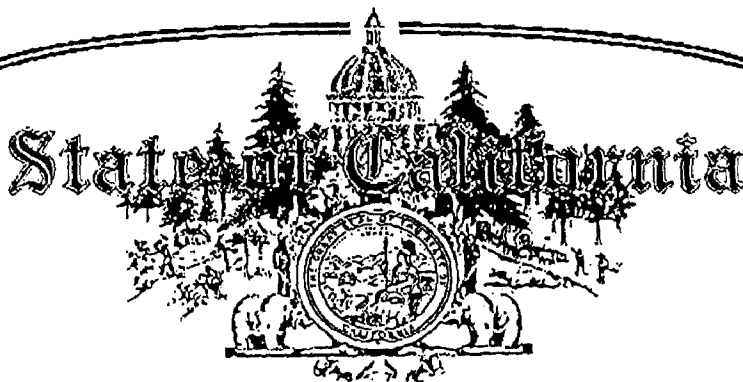
Dated: April 25, 2000.
Atty. Docket: 3249.000XX0



Martin F. Majestic, Esq.

The total number of pages (including cover sheet, attachments, and document) is four (4).
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SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

DEC - 9 1999



Bill Jones
 Secretary of State

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ENDORSED - FILED
In the office of the Secretary of State
of the State of California

**CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
VACU-DRY COMPANY**

DEC - 8 1999


BILL JONES, Secretary of State

Gary L. Hess and William C. Burgess certify that:

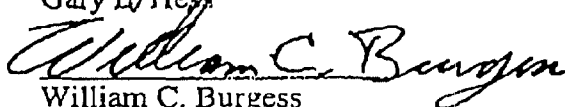
1. They are the president and the secretary, respectively, of Vacu-Dry Company, a California corporation.
2. Article ONE of the articles of incorporation is amended to read:
ONE: The name of this corporation is SonomaWest Holdings, Inc.
3. The amendment herein sent forth has been duly approved by the board of directors.
4. The amendment herein set forth has been duly approved by the required vote of the shareholders in accordance with Section 902 of the Corporations Code. The corporation has 1,520,087 shares of common stock outstanding all of which are entitled to vote. The corporation has no shares of preferred stock outstanding. The number of shares voting in favor of the amendment equalled or exceeded the vote required. The percentage vote required for the approval of the amendment herein set forth was more than 50%.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 2, 1999



 Gary L. Hess



 William C. Burgess



S02095.03/SF
A0045-136/12-2-99/jnw/rsm