

5-15 '00

06-02-2000

HEET



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To the Honorable Commissioner of P

ted original documents or copy thereof.

1. Name of Conveying Party(ies):  
Q-ACQUISITION CORP.

COPY FINANCE

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

Additional name(s) of conveying party(ies) attached?  YES  NO

3. Nature of Conveyance:

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

Effective Date: June 30, 1998

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

Name: HEALTHY OPTIONS INC.

Internal Address:

Street Address: 3800 S.E. 22nd Avenue

City Portland State OR ZIP 97202

Individual(s) Citizenship

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) & address(es) attached?  Yes  No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,836,473

Additional numbers attached?  Yes  No

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

Name: Kenneth S. Klarquist

Klarquist Sparkman Campbell Leigh & Whinston, LLP

Internal Address:

One World Trade Center, Suite 1600

Street Address:

121 S.W. Salmon Street

City: Portland State: Oregon ZIP: 97204-2988

6. Total number of applications and registrations involved: 1

7. Total fee (37 C.F.R. § 3.41): \$40.00

Enclosed

Any deficiency/overpayment is authorized to be charged to deposit account. A copy of this sheet is enclosed.

8. Deposit account number: 02-4550

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.

Kenneth S. Klarquist

5/10/00

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments and document: 2

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*State of Delaware*

PAGE 1

*Office of the Secretary of State*

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHY OPTIONS INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF JULY, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

9206795

DATE:

07-21-98

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**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
Q-ACQUISITION CORP.  
A DELAWARE CORPORATION**

Pursuant to Section 242 of the Delaware General Corporation Law, Q-Acquisition Corp., a Delaware corporation (the "Corporation"), does hereby certify effective June \_\_, 1998:

1. Article I of the Certificate of Incorporation of the Corporation is amended to read in its entirety as follows:

**ARTICLE I**

The name of the Corporation is Healthy Options Inc.

2. The foregoing amendment of the Certificate of Incorporation has been duly approved by the Board of Directors of the Corporation and by the required vote of the stockholders of the corporation in accordance with Section 242, Delaware General Corporation Law.

**Q-ACQUISITION CORP.**

By



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Roger A. Cooke, Senior Vice President