



6-15-00

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attached original documents or copy thereof.

To the Honorable Commissioner of Patents

1. Name of conveying party(ies):

SPECTRUM NATURALS, INC.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Correction of the names of the merging
- Merger
- Change of Name

and surviving corporations for document recorded

Execution Date: March 13, 2000 on Reel 2052 at
Frame 0009

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

Name: ORGANIC FOOD PRODUCTS, INC.

Internal Address: Suite 280

Street Address: 1304 South Point Boulevard

City: Petaluma State: CA ZIP: 94954

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- 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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

| | |
|-----------|-----------|
| 1,700,735 | 2,146,445 |
| 1,888,762 | 2,147,800 |
| 2,081,426 | 2,326,922 |

Additional numbers attached? Yes No

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

Name: Kathryn Jennison Shultz

Internal Address: Jennison & Shultz, P.C.

Street Address: Crystal Plaza #1, Suite 1102

2001 Jefferson Davis Highway

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 3.41):..... \$ 165.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

Kathryn Jennison Shultz

Name of Person Signing

Signature

June 15, 2000

Date

Total number of pages in this cover sheet:

1

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DO NOT USE THIS SPACE



SECRETARY OF STATE

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

That the attached transcript of 4 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

OCT 25 1999



Bill Jones

Secretary of State

AGREEMENT OF MERGER

OCT 20 1999

BILL JONES, SECRETARY OF STATE

This Agreement of Merger is entered into between ORGANIC FOOD PRODUCTS, INC., a California corporation (herein "Surviving Corporation") and SPECTRUM NATURALS, INC., a California corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. Each outstanding share of Merging Corporation shall initially be converted to 4,669.53 shares of Common Stock of Surviving Corporation plus such additional number of shares determined as follows:
 - (a) for each share of Surviving Corporation Common Stock issued upon exercise, in accordance with their terms, of any and all warrants or options to purchase Surviving Corporation Common Stock outstanding as of the effective date of the merger of Merging Corporation and Surviving Corporation, Surviving Corporation shall issue .000434 shares of Common Stock of the Surviving Corporation for each share of Merging Corporation; and
 - (b) in the event that the Applicable Price (as defined in Section 1.10 of the Agreement and Plan of Merger and Reorganization by and between Surviving Corporation and Merging Corporation dated as of May 14, 1999 (the "Reorganization Agreement")) exceeds \$0.75 per share (the "Baseline Price"), then for each \$0.01 per share above the Baseline Price, Surviving Corporation shall issue 27,293 shares of Common Stock of the Surviving Corporation for each share of Merging Corporation.

provided that any such additional shares issued to Merging Corporation shareholders, together with all other shares issued to Merging Corporation shareholders, pursuant to this paragraph 2, shall not exceed eighty percent (80%) of the outstanding Common Stock of Surviving Corporation, including all outstanding options, warrants or other rights to acquire capital stock of Surviving Corporation.

3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

ORGANIC FOOD PRODUCTS, INC.

By John Battendieri
John Battendieri, President

By Richard Bacigalupi
Richard Bacigalupi, Secretary

SPECTRUM NATURALS, INC.

By Neil Blomquist
Neil Blomquist, President

By Jethren Phillips
Jethren Phillips, Secretary


**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

John Battendieri and Richard Bacigalupi certify that:


1. They are the President and the Secretary, respectively, of ORGANIC FOOD PRODUCTS, INC., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and Shareholders of the Corporation.
3. The Shareholder approval was by the holders of 4,988,855 shares of the Corporation.
4. There is only one class of shares and the total number of shares outstanding is 7,559,021. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than fifty percent (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: October 4, 1999



JOHN BATTENDIERI, President



RICHARD BACIGALUPI, Secretary

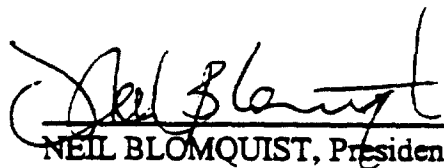
**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Neil Blomquist and Jethren Phillips certify that:

1. They are the President and the Secretary, respectively, of SPECTRUM NATURALS, INC., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and Shareholder of the Corporation.
3. The Shareholder approval was by the holder of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 5,000.

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: October 4, 1999



NEIL BLOMQUIST, President



JETHREN PHILLIPS, Secretary