

10-13-2000

FORM PTO-1594
1-31-92 □

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SHEET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

BOX ASSIGNMENTS, Commissioner of Patents and Trademarks, Washington, D.C. 20231
Please record and index the attached original documents or copy thereof.

1. Name of conveying party(ies): Owatonna Canning Company, LLC
State of Delaware Limited Liability Company

2. Name and address of receiving party(ies):
Name: Chiquita Processed Foods, L.L.C.
Address: 616 East Wisconsin Avenue
City: Oconomowoc State: WI Zip: 53066

3. Nature of Conveyance: Certificate of Amendment
Execution Date: December 31, 1998

Type of Company: A Limited Liability Company
Corporation-State: Delaware

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. A. Trademark Application No.(s)

B. Trademark Registration No.(s) 133,799

Additional numbers attached? Yes No

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

Joseph A. Gemignani
Michael Best & Friedrich LLP
Suite 3300
100 East Wisconsin Avenue
Milwaukee, WI 53202-4108

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00
 Enclosed
 Deficiencies in fee charged to deposit account

8. Deposit account number: 13-3080

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.

Joseph A. Gemignani
Name of Person Signing

September 22, 2000
Date

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

OMB No. 0651-0011 (exp. 4/94)TFORM1TMASSIGN

Attorney File 71002/9036

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10/13/2000 MTHA11 00000045 133799

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TRADEMARK
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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF FORMATION
OF
OWATONNA CANNING COMPANY, LLC

THIS AMENDMENT to the Certificate of Formation (the "Certificate") of Owatonna Canning Company, LLC, a Delaware limited liability company (the "Company"), is being executed as of December 31, 1998, for the purpose of amending the terms of the Certificate, as originally filed in the Office of the Secretary of State of the State of Delaware on August 28, 1997, to reflect a change in the name of the Company.

NOW, THEREFORE, the undersigned does hereby certify as follows:

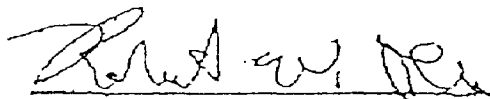
1. The Certificate is hereby amended by deleting paragraph 1 in its entirety and inserting in lieu thereof the following new paragraph 1.

"1. The name of the limited liability company is
Chiquita Processed Foods, L.L.C."

2. This certificate of amendment will be effective on December 31, 1998, at 11:59 p.m. (eastern time zone) immediately following the merger of American Fine Foods, Inc., into Owatonna Canning Company, LLC.

3. Except as amended pursuant to the foregoing paragraph, the Certificate is hereby ratified and confirmed in all respects.

IN WITNESS WHEREOF, the undersigned, being an authorized person, has duly executed this Certificate as of the day and year first above written.



Robert W. Olson
An Authorized Person

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STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:59 PM 12/31/1998
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