

10-10-00

10-25-2000



DEMARK

IN THE UNITED STATES PATEN

101496666

RECORDATION FORM COVER SHEET

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Please record the attached original documents or copy thereof:

- 1. Name of conveying party: Maranatha Acquisition Corp.
a Delaware corporation
- 2. Name and address of receiving party: Maranatha Holding Corp.
a Delaware corporation
710 Jefferson Avenue
Ashland, Oregon 97520
- 3. Nature of conveyance: Merger

Execution Date: June 29, 2000

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

- 1. Serial No.: 75/924,529
Mark: (HAWAII'S DIAMOND HEAD DELIGHTS)
Filing Date: 2/22/00
- 2. Registration No.: 1,453,359
Mark: (MARANATHA NATURAL FOODS)
Registration Date: 11/28/86
- 3. Registration No.: 1,656,943
Mark: (CANOLIVE)
Registration Date: 3/5/90
- 4. Registration No.: 1,493,354
Mark: (LORIVA)
Registration Date: 10/26/87

10/24/2000 MTHAI1 00000116 75924529

01 FC:481	40.00 OP
02 FC:482	125.00 OP

PortInd2-4276468.1 0032401-00006

TRADEMARK
REEL: 002160 FRAME: 0831

5. Registration No.: 2,096,583
Mark: (HEALTH TRIP and Design)
Registration Date: 1/11/96

6. Registration No.: 1,874,012
Mark: (NORTHWEST DELIGHTS and Design)
Registration Date: 3/22/93

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

John C. Motley
Stoel Rives LLP
900 S.W. Fifth Avenue, Suite 2600
Portland, Oregon 97204
(503) 224-3380

6. Total number of applications and registrations involved: 6

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

8. The Commissioner is hereby authorized to charge any additional fees which may be required in connection with the recording of this document or to credit any overpayment to Deposit Account No. 19-4455.

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,



Gary H. Lau
Attorney

Total number of pages comprising cover sheet and conveyance: 6

Date: October 5, 2000
STOEL RIVES LLP
900 SW Fifth Avenue, Suite 2600
Portland, Oregon 97204-1268
Telephone: (503) 224-3380

FROM

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MARANATHA ACQUISITION CORP.", A DELAWARE CORPORATION, WITH AND INTO "MARANATHA HOLDING CORP." UNDER THE NAME OF "NSPIRED NATURAL FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2000, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

3067740 8100M

0539411

001339130

AUTHENTICATION:

07-05-00

DATE:

TRADEMARK

REEL: 002160 FRAME: 0833

CERTIFICATE OF OWNERSHIP AND MERGER

OF

MARANATHA ACQUISITION CORP.

(a Delaware corporation)

with and into

MARANATHA HOLDING CORP.

(a Delaware corporation)

This Certificate of Ownership is filed pursuant to Section 253 of the General Corporation Laws of the State of Delaware. It is hereby certified that:

- 1. Maranatha Holding Corp. (the "Parent") is incorporated under the laws of the State of Delaware.
- 2. Maranatha Acquisition Corp. (the "Subsidiary") is incorporated under the laws of the State of Delaware.
- 3. Parent owns 100% of the outstanding shares of the stock of Subsidiary.
- 4. Parent, by the unanimous consent resolutions of the members of its Board of Directors pursuant to section 141(f) of the Delaware General Corporation Law, effective as of June 28, 2000, determined to, and effective upon the filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware, does hereby merge Subsidiary with and into Parent on the conditions set forth in such resolutions:

WHEREAS, Maranatha Acquisition Corporation, a Delaware corporation ("MAC") is a wholly-owned subsidiary of Parent;

**WHEREAS, the Board of Directors believes it to be in Parent's best interests to merge MAC with and into Parent and to cancel the outstanding shares of common stock of MAC without consideration;
NOW THEREFORE IT IS**

RESOLVED, that MAC be merged with and into Parent (the "MAC Merger") effective upon filing the Certificate of Ownership and Merger with the Secretary of the State of Delaware; and it is further

RESOLVED, that the surviving corporation shall be Parent, that Parent shall assume all of the liabilities of MAC and that all of the outstanding capital stock of MAC shall be canceled without consideration; and it is further

RESOLVED, that Parent shall cause to be executed, filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of MAC and of Parent and in any other appropriate jurisdiction; and it is further

RESOLVED, that Article 1 of Parent's Certificate of Incorporation shall be amended to read as follows:

ARTICLE 1

The name of the corporation is nSpired Natural Foods, Inc;


and it is further

RESOLVED, that each of the President, any Vice President, Chief Financial Officer or Treasurer of Parent is hereby authorized to execute such additional documents and take such further action as he in his discretion may deem necessary or appropriate to effect the MAC Merger.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Certificate of Ownership and Merger is executed on
June 29, 2000.

MARANATHA HOLDING CORP.

By: 
 Name: ERIC L. TELLE
 Title: PRESIDENT

FORMS-421877 1 1284-01-0000

STOEL RIVES LLP

A T T O R N E Y S

STANDARD INSURANCE CENTER
900 SW FIFTH AVENUE, SUITE 2600
PORTLAND, OREGON 97204-1268
Phone (503) 224-3380 Fax (503) 220-2480
TDD (503) 221-1045
Internet: www.stoel.com

October 5, 2000

GARY H. LAU
Direct Dial
(503) 294-9596
email ghlau@stoel.com

Commissioner of Patents and Trademarks
Box Assignment
Washington, D.C. 20231

Re: Recordation of Merger for Trademark Registrations:

Reg No.:	1,453,359	MARANATHA NATURAL FOODS
	1,656,943	CANOLIVE
	1,493,354	LORIVA
	2,096,583	HEALTH TRIP and Design
	1,874,012	NORTHWEST DELIGHTS and Design
App. No.:	75/924,529	HAWAII'S DIAMOND HEAD DELIGHTS

Dear Commissioner:

Enclosed for recording is the merger of MARANATHA ACQUISITION CORP. into MARANATHA HOLDING CORP., for the marks referenced above, together with our check in the amount of \$165.00 in payment of the recording fee.

Also enclosed is a self-addressed, postage paid postcard confirming receipt of the enclosed.

The Commissioner is hereby authorized (1) to charge any additional fees which may be required in connection with the recording of the document or (2) to credit any overpayment to Deposit Account No. 19-4455. Please address all communication regarding this matter to John C. Motley at the above address or at (503) 294-9584.

Sincerely,



Gary H. Lau

GHL:bes

Enclosures

cc: Mr. John Motley

PortInd2-4275829.1 0032401-00006