

10-27-2000



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TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

RECORDATION FORM COVER SHEET

10-10-00

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Please record the attached original documents or copy thereof:

- 1. Name of conveying party: Sunlight Foods, Inc.
a California 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 13, 2000

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

- 1. Registration No.: 1,492,474
Mark: (CHIP Design)
Registration Date: 6/14/88
- 2. Registration No.: 2,261,715
Mark: EPIC
Registration Date: 7/13/99
- 3. Registration No.: 1,748,713
Mark: SUNDROPS
Registration Date: 1/26/93
- 4. Registration No.: 1,250,605
Mark: SUNSPIRE
Registration Date: 9/6/83

10/10/00 10:00 AM 10/10/00 10:00 AM 10/10/00 10:00 AM

5. Registration No.: 1,888,701
Mark: SUNSPIRE CRYSTAL
Registration Date: 4/11/95
6. Registration No.: 1,930,743
Mark: SUNSPIRE EARTHBALLS (stylized)
Registration Date: 10/31/95
7. Registration No.: 2,226,738
Mark: SUNSPIRE TOFFEE CRUNCH
Registration Date: 2/23/99
8. Registration No.: 2,352,746
Mark: SWEETS-TO-GO
Registration Date: 5/23/00
9. Registration No.: 2,201,542
Mark: TRULY INSPIRED NATURAL
Registration Date: 11/3/98
10. Registration No.: 1,740,639
Mark: CLOUD NINE
Registration Date: 12/15/92
11. Registration No.: 1,705,251
Mark: CLOUD NINE PURE CHOCOLATE 9 and design
Registration Date: 8/4/92
12. Registration No.: 836,887
Mark: SPEAK EASY
Registration Date: 10/10/67
13. Registration No.: 1,907,898
Mark: TROPICAL SOURCE
Registration Date: 7/25/95
14. Registration No.: 1,589,199
Mark: ENVIRONMINTS
Registration Date: 3/27/90

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: 14

7. Total fee (37 CFR 3.41): \$ 365.00

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: 7

Date: October 3, 2000
STOEL RIVES LLP
900 SW Fifth Avenue, Suite 2600
Portland, Oregon 97204-1268
Telephone: (503) 224-3380

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:

"SUNLIGHT FOODS, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "MARANATHA HOLDING CORP." UNDER THE NAME OF "MARANATHA HOLDING CORP.", 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 4:29 O'CLOCK P.M.

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



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001339125

Handwritten signature of Edward J. Freel in black ink.

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

REEL: 002162 FRAME: 0988

0538996

07-05-00

TRADEMARK

CERTIFICATE OF OWNERSHIP AND MERGER

OF

SUNLIGHT FOODS, INC.

(a California 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. Sunlight Foods, Inc. (the "Subsidiary") is incorporated under the laws of the State of California.
3. Parent owns 100% of the outstanding shares of the stock of Subsidiary.
4. The laws of the jurisdiction of organization of Subsidiary permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
5. 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, Sunlight Foods, Inc., a California corporation ("Sunlight") is a wholly-owned subsidiary of Parent;

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

RESOLVED, that Sunlight be merged with and into Parent (the "Sunlight 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 Sunlight and that all of the outstanding capital stock of Sunlight shall be canceled without consideration; and it is further

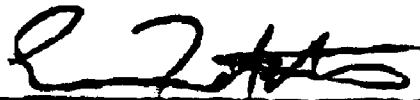
RESOLVED, that Parent shall cause to be executed, filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction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

[SIGNATURE PAGE FOLLOWS]

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

MARANATHA HOLDING CORP.

By: 
Name: ERIC E. STELLI
Title: PRESIDENT

Form 1-2000 1750-1 02/2000-0000

TRADEMARK
REEL: 002162 FRAME: 0991

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 3, 2000

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

Re: Recordation of Merger for Trademark Registrations:

1,492,474; 2,261,715; 1,748,713; 1,250,605; 1,888,701;
1,930,743; 2,226,738; 2,352,746; 2,201,542; 1,740,639;
1,705,251; 836,887; 1,907,898; and 1,589,199

Dear Commissioner:

Enclosed for recording is the merger of SUNLIGHT FOODS, INC. into MARANATHA HOLDING CORP. for the marks referenced above, together with our check in the amount of \$365.00 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

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