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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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**RECORDATION FORM COVER SHEET
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment
- Merger
- Change of Name
Effective Date
Month Day Year
- Other

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year

- Name
- Formerly
- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
 - Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

- Name
- DBA/AK/A/T/A
- Composed of
- Address (line 1)
- Address (line 2)
- Address (line 3)
City State/Country Zip Code
- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
 - Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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**Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231**

**TRADEMARK
REEL: 002187 FRAME: 0825**

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:


Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Mark A. Kassel
Name of Person Signing


Signature

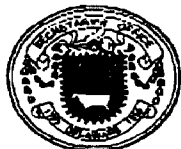
November 8, 2000
Date Signed

State of Delaware
Office of the Secretary of State

PAGE 1

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 AMENDMENT OF "LBI ACQUISITION CORPORATION", CHANGING ITS NAME FROM "LBI ACQUISITION CORPORATION" TO "PENNANT FOODS COMPANY", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF SEPTEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

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



Edward J. Freel, Secretary of State

AUTHENTICATION: 0701908

DATE: 09-27-00

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TRADEMARK
REEL: 002187 FRAME: 0827

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 09/27/2000
001488564 - 2623007

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
LBI ACQUISITION CORPORATION**

Pursuant to Section 242 of the Delaware General Corporation Law:

The undersigned corporation, in order to amend its Certificate of Incorporation (the "Certificate of Incorporation") hereby certifies as follows:

- FIRST:** The name of the corporation is: LBI Acquisition Corporation.
- SECOND:** The Certificate of Incorporation of the corporation was filed with the Secretary of State of the State of Delaware on May 13, 1996.
- THIRD:** The Board of Directors of the corporation duly adopted a resolution in accordance with Section 242 of the General Corporation Law of the State of Delaware setting forth the amendment proposed herein on September ~~27~~ 2000, and declared it advisable that the Certificate of Incorporation of the corporation be amended to change the corporation's name from "LBI Acquisition Corporation" to "Pennant Foods Company." The amendment effected herein was authorized on September ~~27~~ 2000 by the consent, in writing, setting forth the action so taken, signed by the holder of a majority of the outstanding shares entitled to vote thereon pursuant to Section 228 of the General Corporation Law of the State of Delaware.
- FOURTH:** The corporation hereby amends its Certificate of Incorporation as follows:

Article 1 of the Certificate of Incorporation, relating to the corporate title of the corporation, is hereby amended to read as follows:

"ARTICLE I

The name of the corporation is Pennant Foods Company (the Corporation")."

- FIFTH:** This amendment to the Certificate of Incorporation shall be effective on and as of the date of filing of this Certificate of Amendment with the office of the Secretary of State of the State of

Delaware and recording with the Recorder of Deeds of New Castle County.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as the act and deed of the corporation, and affirms that the statements made herein are true under the penalties of perjury, this 27 day of September, 2000.

LBI ACQUISITION CORPORATION

By: Michael Broll
Name: Michael Broll
Title: President