

01-08-2001



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

101575324

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

RECORDATION FORM COVER SHEET

*MKO 12.18.00* TRADEMARKS ONLY

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  Effective Date  
Month Day Year
- Change of Name
- 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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  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.)
- Corporation  Association
- Other

Citizenship/State of Incorporation/Organization

01/05/2001 BTOM11 00000179 75894327

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Mail documents to be recorded with required cover sheet(s) information to:  
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TRADEMARK  
REEL: 002207 FRAME: 0537

**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

503/294-9584

Name

John C. Motley

Address (line 1)

Stoet Rives LLP

Address (line 2)

900 SW Fifth Avenue - Suite 2600

Address (line 3)

Portland, OR 97204

Address (line 4)

**Pages**

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

#

3

**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)

75/894,327		


**Number of Properties**

Enter the total number of properties involved.

#

1

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

40.00

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:

#

19-4455

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.

Pamela E. Lawson

12/14/00

Name of Person Signing

Signature

Date Signed

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 MERGER, WHICH MERGES:

"COOL FRUITS, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "CF ACQUISITION SUB, INC." UNDER THE NAME OF "COOL FRUITS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF NOVEMBER, A.D. 2000, AT 3 O'CLOCK P.M.

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

A TRUE COPY  
STOEL RIVES LLP

BY *Paula E. Lawson*



3283048 8100M

001569517

*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0792605

DATE: 11-14-00

TRADEMARK

REEL: 002207 FRAME: 0539

**CERTIFICATE OF MERGER  
OF  
COOL FRUITS, INC.  
WITH AND INTO  
CF ACQUISITION SUB, INC.**

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), CF Acquisition Sub, Inc., a Delaware corporation ("Merger Sub") and the surviving corporation in the merger of Cool Fruits, Inc., a Delaware corporation ("Cool Fruits"), with and into Merger Sub (the "Merger"), does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations in the Merger are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Cool Fruits, Inc.	Delaware
CF Acquisition Sub, Inc.	Delaware

2. Cool Fruits, Merger Sub and nSpired Natural Foods, Inc., a Delaware corporation ("nSpired") are parties to an Agreement of Reorganization dated as of September 1, 2000 (the "Merger Agreement"). The Merger Agreement has been approved, adopted, certified, executed and acknowledged by each of Cool Fruits, Merger Sub and nSpired in accordance with Section 251 of the DGCL.

3. The name of the surviving corporation is CF Acquisition Sub, Inc., whose name is changed to Cool Fruits, Inc. as provided in Paragraph 4.

4. At the time the Merger becomes effective (the "Effective Time"), the Certificate of Incorporation of Merger Sub in effect immediately before the Effective Time will be the Certificate of Incorporation of the surviving corporation. The First Article of the Certificate of Incorporation of the Merger Sub shall be amended to read in its entirety as follows:

FIRST. The name of the corporation is Cool Fruits, Inc.

5. The executed Merger Agreement is on file at the office of the surviving corporation located at 14855 Wicks Blvd, San Leandro, California 94577.

6. A copy of the Merger Agreement will be furnished by the surviving corporation, upon request and without cost, to any stockholder of either Cool Fruits, Merger Sub, or nSpired.

IN WITNESS WHEREOF, CF Acquisition Sub, Inc. has caused this certificate to be signed this 13th day of November, 2000.

CF ACQUISITION SUB, INC.

By: Edward D. Truslow  
Name: EDWARD D. TRUSLOW  
Title: TREASURER