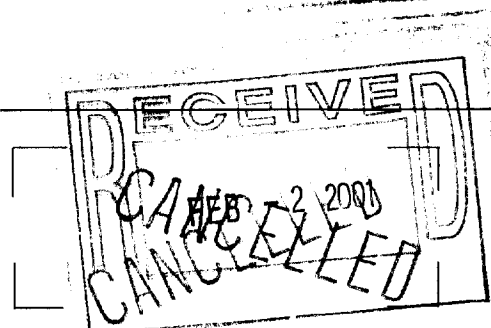


02-14-2001



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- New
- Resubmission (Non-Recordation)
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Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Change of Name
- Other Amendment to Articles of Incorporation

Effective Date
Month Day Year
12 26 00

Conveying Party

Mark if additional names of conveying parties attached

Name Frederick's Fine Chocolates, Inc.

Execution Date
Month Day Year
12 26 00

Formerly _____

1696276

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Washington

Receiving Party

Mark if additional names of receiving parties attached

Name Seattle Gourmet Foods, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 6412 S. 190th Street

Address (line 2) _____

Address (line 3) Kent

City

WA

State/Country

98032

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Washington

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.)

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02/12/2001 TD1621 00000023 1036276

01 FC:441
02 FC:442

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Domestic Representative Name and Address

Enter for the first Receiving Party only

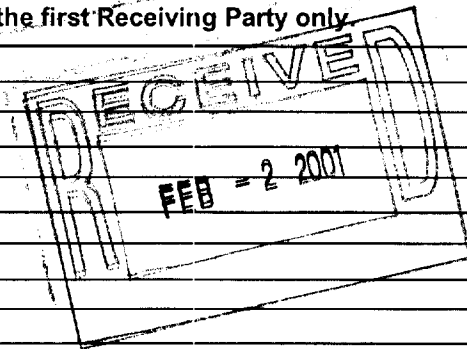
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



Correspondent Name and Address

Area Code and Telephone Number

(206) 628-7649

Name

Stuart R. Dunwoody

Address (line 1)

Davis, Wright Tremaine LLP

Address (line 2)

1501 Fourth Avenue, Suite 2600

Address (line 3)

Seattle, WA 98101

Address (line 4)

Pages

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

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1

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Registration Number(s)

1696276	1770251	2080797
2187043	1890035	1747275
1764755	1779080	1766097

Number of Properties

Enter the total number of properties involved.

#

9

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

240.00

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:

#

Yes

No

Authorization to charge additional fees:

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.

Stuart Dunwoody

Name of Person Signing

Stuart Dunwoody

Signature

February 1, 2001

Date Signed

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
FREDERICK'S FINE CHOCOLATES, INC.

STATE OF WASHINGTON
JAN 5 2001
RALPH MUNRO
SECRETARY OF STATE

Pursuant to the provisions of RCW 23B.10 of the Washington Business Corporation Act, the undersigned adopts the following Articles of Amendment to the Articles of Incorporation.

I.

The name of the corporation is Frederick's Fine Chocolates, Inc.

II.

Article I of the Articles of Incorporation is amended as follows:

The name of this corporation is Seattle Gourmet Foods, Inc.

III.

The board of directors adopted this amendment on Dec 26, 2000, by consent in writing in lieu of meeting.

IV.

Pursuant to RCW 23B.10.020, a vote of the shareholders is not required.

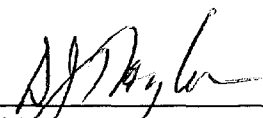
V.

The amendment does not exchange, reclassify, or cancel issued shares.

I CERTIFY under penalties of perjury under the laws of the state of Washington that the foregoing is true and correct.

DATED: Dec 26, 2000.

FREDERICK'S FINE CHOCOLATES, INC.

By 
David I. Taylor
President