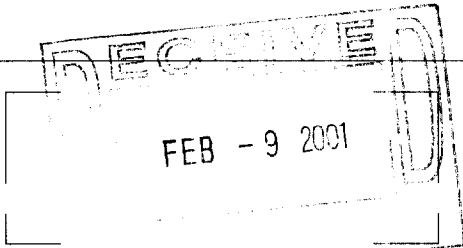


FORM PCT-1618A
Expires 6/30/99
OMB 0651-0027



02-21-2001



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

Conveying Party

Mark if additional names of conveying parties attached

Name **HAWKINS PRO-CUTS, INC.**

Execution Date
Month Day Year
08/20/99

Formerly

7555 4307

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

Citizenship/State of Incorporation/Organization **DELAWARE**

Receiving Party

Mark if additional names of receiving parties attached

Name **PRO-CUTS FRANCHISE CORPORATION**

DBA/AKA/TA

Composed of

Address (line 1) **500 Grapevine Highway, Suite 400**

Address (line 2)

Address (line 3) **Hurst**
City

Texas
State/County

76054-2796
Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
 - Citizenship/State of Incorporation/Organization **DELAWARE**
- 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

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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: 002238 FRAME: 0120

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2) FEB - 9 20

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)		
<input type="text" value="75/554,307"/>	<input type="text" value="75/763,180"/>	<input type="text"/>	<input type="text" value="1,114,560"/>	<input type="text" value="1,937,938"/>	<input type="text" value="2,060,246"/>
<input type="text" value="75/635,006"/>	<input type="text" value="75/779,878"/>	<input type="text"/>	<input type="text" value="1,461,575"/>	<input type="text" value="2,000,483"/>	<input type="text" value="2,127,938"/>
<input type="text" value="75/635,007"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,937,937"/>	<input type="text" value="2,051,761"/>	<input type="text" value="2,165,388"/>

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 deposition account are authorized, as indicated herein.

Name of Person Signing _____ Signature _____ Date Signed _____

Domestic Representative Name and Address

Enter for the first Receiving Party only.

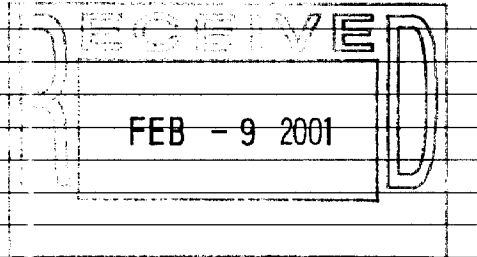
Name

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)

<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"/>

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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

#23-1925

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 deposition account are authorized, as indicated herein.

Name of Person Signing

Signature

February 5, 2001

Date Signed

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
HAWKINS PRO-CUTS, INC.
a Delaware corporation**

The undersigned, constituting the Board of Directors of Hawkins Pro-Cuts, Inc., a Delaware corporation (the "Corporation"), in accordance with the authority contained in Section 141(f) of the Delaware General Corporation Law and the Bylaws of the Corporation, hereby consent to the adoption of the following recitals and resolutions, which recitals and resolutions shall have the same force and effect as if they had been adopted by unanimous vote of the directors of the Corporation at a duly called and noticed meeting of the Board of Directors:

Amendment of Certificate of Incorporation to Effect Change of Corporate Name

WHEREAS, there has been submitted to and considered by the undersigned a proposal to amend the Certificate of Incorporation of the Corporation to change its corporate name to Pro-Cuts Franchise Corporation; and

WHEREAS, it is deemed to be in the best interests of this Corporation and its sole stockholder that the Corporation amend its Certificate of Incorporation to change its name to Pro-Cuts Franchise Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the amendment of the Corporation's Certificate of Incorporation to effect the change of the Corporation's name to Pro-Cuts Franchise Corporation be, and hereby is, approved;

RESOLVED FURTHER, that the officers of this Corporation be, and each of them hereby is, authorized on behalf of this Corporation and in its name to execute the Certificate of Amendment to the Certificate of Incorporation (the "Certificate of Amendment"), in the form prescribed by the laws of the State of Delaware, with such modifications or amendments thereto as may be approved by the officer or officers executing the same, such approvals to be conclusively evidenced by the execution thereof, and to file the Certificate of Amendment with the Delaware Secretary of State; and

RESOLVED FURTHER, that upon effect of the change of the Corporation's name, the officers of this Corporation be, and each of them hereby is, authorized on behalf of this Corporation and in its name to execute and cause to be filed, with the Secretaries of State of all states where this Corporation is qualified to do business as a foreign corporation, the documents necessary to obtain amended certificates of authority for the Corporation to do business in such states under its new corporate name.

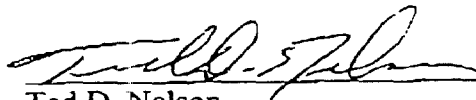
General Authority

BE IT RESOLVED, that the directors and officers of the Corporation be, and each of them hereby is, authorized at any time and from time to time to do and perform any and all acts or things, including, without limitation, the execution and delivery of any and all further agreements, documents, instruments or papers of

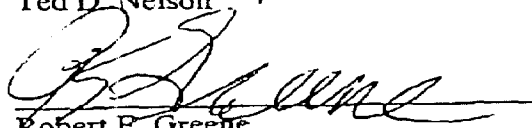
whatever kind or nature, which such officers or any of them may consider necessary or desirable to effect the intent of any and all of the foregoing resolutions; and the performance of such other acts and things by any of such directors and officers shall evidence conclusively and for all purposes that such director or directors, or officer or officers considered the same to be necessary or desirable as aforesaid and that such act or thing so done or performed was hereby authorized; and that all such acts or things heretofore performed by the directors and officers of this Corporation are hereby ratified and approved; and

RESOLVED FURTHER, that these resolutions may be executed in two or more counterparts, and by telefax transmission, and each such counterpart shall be deemed an original, and all of which, when taken together, shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of this _____ day of _____, 2000.



Ted D. Nelson



Robert E. Greeff

**ACTION BY WRITTEN CONSENT
OF THE SOLE STOCKHOLDER
OF
HAWKINS PRO-CUTS, INC.,
a Delaware corporation**

The undersigned, being the sole stockholder of Hawkins Pro-Cuts, Inc., a Delaware corporation (the "Corporation"), in accordance with the authority contained in Section 228 of the Delaware General Corporation Law and the Bylaws of this Corporation, hereby consents to the adoption of the following recitals and resolutions:

Approval of Amendment of Certificate of Incorporation to Effect Change of Corporate Name

WHEREAS, the Corporation's Board of Directors has adopted resolutions approving the amendment of the Corporation's Certificate of Incorporation to change its corporate name to Pro-Cuts Franchise Corporation; and

WHEREAS, it is deemed to be in the best interests of this Corporation that this Corporation amend its Certificate of Incorporation to change its name to Pro-Cuts Franchise Corporation.

NOW, THEREFORE, BE IT RESOLVED, that the amendment of the Corporation's Certificate of Incorporation to effect the change of the Corporation's name to Pro-Cuts Franchise Corporation be, and hereby is, approved;

RESOLVED FURTHER, that the officers of this Corporation be, and each of them hereby is, authorized on behalf of this Corporation and in its name to execute the Certificate of Amendment to the Certificate of Incorporation (the "Certificate of Amendment"), in the form prescribed by the laws of the State of Delaware, with such modifications or amendments thereto as may be approved by the officer or officers executing the same, such approvals to be conclusively evidenced by the execution thereof, and to file the Certificate of Amendment with the Delaware Secretary of State; and

RESOLVED FURTHER, that upon effect of the change of the Corporation's name, the officers of this Corporation be, and each of them hereby is, authorized on behalf of this Corporation and in its name to execute and cause to be filed, with the Secretaries of State of all states where this Corporation is qualified to do business as a foreign corporation, the documents necessary to obtain amended certificates of authority for the Corporation to do business in such states under its new corporate name.

RESOLVED FURTHER, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed, in the name and on behalf of this Corporation, to execute and deliver such documents and instruments and to do and perform such deeds and acts as may be deemed necessary and advisable to such

officer or officers in order to carry out and perform the purposes and intentions of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of _____, 2000.

OPAL CONCEPTS, INC.

By: 

Name: Robert E. Greene

Title: President

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
HAWKINS PRO-CUTS, INC.,
a Delaware corporation**

(Pursuant to Section 242 of the Delaware General Corporation Law)

HAWKINS PRO-CUTS, INC., a Delaware corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

FIRST: The Board of Directors of the Corporation, by unanimous written consent, duly adopted resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation, directing that said amendment be submitted to the sole stockholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article 1 of the Certificate of Incorporation is hereby amended to read in full as follows:

"ARTICLE 1

The name of this Corporation is Pro-Cuts Franchise Corporation."

SECOND: That thereafter, the sole stockholder of the Corporation gave its written consent in favor of the foregoing amendment in accordance with the provisions of Section 228 of the Delaware General Corporation Law.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, HAWKINS PRO-CUTS, INC. has caused this Certificate of Amendment to be signed by its duly authorized Chairman, Ted D. Nelson, this ___ day of _____, 2000.


Ted D. Nelson, Chairman