

03-16-2001



101637482

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

03-05-2001

U.S. Patent & TMO/TM Mail Rcpt Dt. #71

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

Submission Type 3-5-01		Conveyance Type	
<input checked="" type="checkbox"/> New	<input type="checkbox"/> Resubmission (Non-Recordation) Document ID # <input type="text"/>	<input type="checkbox"/> Assignment	<input type="checkbox"/> License
<input type="checkbox"/> Correction of PTO Error Reel # <input type="text"/> Frame # <input type="text"/>	<input type="checkbox"/> Corrective Document Reel # <input type="text"/> Frame # <input type="text"/>	<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Nunc Pro Tunc Assignment
		<input checked="" type="checkbox"/> Merger	Effective Date Month Day Year <input type="text"/>
		<input type="checkbox"/> Change of Name	
		<input type="checkbox"/> Other <input type="text"/>	

Conveying Party Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

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

FOR OFFICE USE ONLY

265E

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the 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:
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TRADEMARK
REEL: 002252 FRAME: 0346

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

(210) 281-7011

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="75/748,078"/>	<input type="text" value="76/012,243"/>	<input type="text" value="76/011,852"/>	<input type="text" value="2,319,828"/>	<input type="text" value="2,398,052"/>	<input type="text" value="1,827,596"/>
<input type="text" value="76/011,853"/>	<input type="text" value="76/053,558"/>	<input type="text"/>	<input type="text" value="2,398,078"/>	<input type="text" value="2,291,013"/>	<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

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.

Charles W. Hanor

Name of Person Signing

Signature

Date Signed

2/28/01

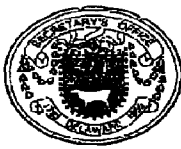
State of Delaware
Office of the Secretary of State PAGE 1

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 MERGER, WHICH MERGES:

"AMERICAN GEM SEAFOODS, INC.", A TEXAS CORPORATION, WITH AND INTO "AMERICAN GEM SEAFOODS, INC." UNDER THE NAME OF "AMERICAN GEM SEAFOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1999, AT 2:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2000.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3144399 8100M
991567138

AUTHENTICATION: 0171776
DATE: 12-30-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 02:05 PM 12/29/1999
991567138 - 3144399

12:44 FR MISSION CITY MGMT 210 614 5641 TO 13027303012

P.05/03

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATION AND FOREIGN CORPORATION**

December 29, 1999

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is **American Gem Seafoods, Inc.**, a Delaware corporation, and the name of the corporation being merged into this surviving corporation is **American Gem Seafoods, Inc.** a Texas corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is **American Gem Seafoods, Inc.**, a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

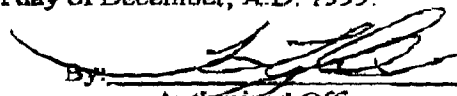
FIFTH: The authorized stock and par value of the non-Delaware company is 25,000,000 shares of Common Stock of the par value of \$.01 each.

SIXTH: The merger is to become effective on January 1, 2000, at 11:59 p.m. Eastern Time.

SEVENTH: The Agreement of Merger is on file at **American Gem Seafoods, Inc.**, 8122 Datapoint Drive, Suite 900, San Antonio, Bexar County, Texas 78229, an office of the surviving corporation. The surviving corporation's registered office in this state is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 29th day of December, A.D. 1999.

By: 
Authorized Officer
Thomas W. Lyles, Jr., Secretary

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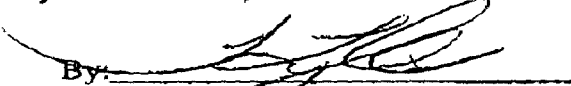
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