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TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

RECORDATION FORM COVER SHEET

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Please record the attached original documents or copy thereof:

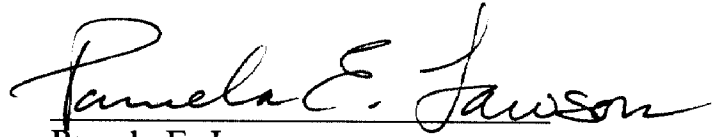
1. Name of conveying party: Cool Fruits, Inc.
a Delaware corporation
2. Name and address of receiving party: Cool Fruits, Inc.
a Delaware corporation
14855 Wicks Blvd.
San Leandro, California 94577
3. Nature of Conveyance: Corporate Merger and Name Change
4. Execution date: November 13, 2000
5. Registration Numbers and Serial Numbers: 911,254
6. Name and address of party to whom correspondence concerning document should be mailed:

John C. Motley
Stoel Rives LLP
900 S.W. Fifth Avenue, Suite 2600
Portland, Oregon 97204
(503) 294-9584
7. Total number of marks involved: 1
8. Total fee (37 CFR 3.41): \$ 40.00
9. The Commissioner is hereby authorized to charge any additional fees which may be required in connection with the recording of this document or to credit any overpayment to Deposit Account No. 19-4455.

Portlnd2-4301336.1 0032401-00011

10. 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.

Respectfully submitted,



Pamela E. Lawson

Paralegal

Total number of pages comprising conveyance: 3

Date: April 5, 2001

STOEL RIVES LLP
900 SW Fifth Avenue, Suite 2600
Portland, Oregon 97204-1268
Telephone: (503) 294-9609

PortInd2-4301336.1 0032401-00011

TRADEMARK
REEL: 002276 FRAME: 0046

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 Parvula C. Lawson



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0792605

3283048 8100M

001569517

DATE: 11-14-00

TRADEMARK

REEL: 002276 FRAME: 0047

**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. Truvelo
Name: EDWARD D. TRUVELO
Title: TREASURER