

04-24-2001



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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

RECORDATION FORM COVER SHEET

4.11.01

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Please record the attached original documents or copy thereof:

1. Name of conveying party: Cool Fruits, Inc.
a Florida corporation
2. Name and address of receiving party: Cool Fruits, Inc.
a Delaware corporation
11926 Fairway Lake Drive
Fort Myers, Florida 33913
3. Nature of Conveyance: Corporate Merger
4. Execution date: September 19, 2000
5. Registration Numbers and Serial Numbers: Please see attached Exhibit A.
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: 12
8. Total fee (37 CFR 3.41): \$ 315.00
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.

2151314

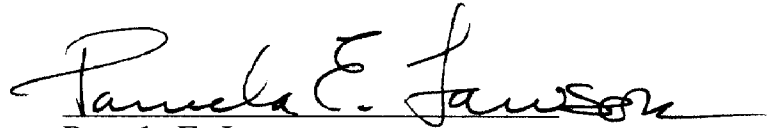
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Dated: April 9, 2001

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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,

A handwritten signature in cursive script that reads "Pamela E. Lawson". The signature is written in black ink and is positioned above a horizontal line.

Pamela E. Lawson
Paralegal

Total number of pages comprising conveyance: 4

Date: April 9, 2001

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

Exhibit A

**Marks re Cool Fruits, Inc., a Florida corporation,
Merger with
Cool Fruits, Inc., a Delaware corporation**

Mark	Reg.No.	Serial No.
PUMPKORN	2,151,314	
COOL FRUITS	1,983,505	
FRUITABLES	1,944,690	
COOL FRUITS FRUIT JUICE FREEZERS and Design	1,836,962	
COOL FRUITS	1,831,483	
SUNKORN		75/883,359
FRUITALYTE		75/847,757
TROPICAL FREEZERS		75/593,332
COOL FRUITS		75/493,862
COOL GELS		75/392,201
COOL FRUITS		75/331,482
COOL FRUITS		75/288,769

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ARTICLES OF MERGER
Merger Sheet

MERGING:

COOL FRUITS, INC., a Florida corporation P97000071486

INTO

COOL FRUITS, INC., a Delaware corporation not qualified in Florida.

File date: September 21, 2000

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00

A TRUE COPY
STOEL RIVES LLP
BY *Janet C. Lawson*

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

U.S. Postal Express Mail Label No. EL 822130928 US

Dated: April 9, 2001

TRADEMARK

REEL: 002278 FRAME: 0375

ARTICLES OF MERGER

OF

COOL FRUITS, INC.
(a Florida corporation)

AND

COOL FRUITS, INC.
(a Delaware corporation)

FILED
00 SEP 21 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

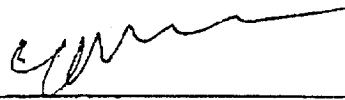
1. Annexed hereto and made a part hereof is the Plan of Merger for merging Cool Fruits, Inc., a Florida corporation, with and into Cool Fruits, Inc., a Delaware corporation.

2. The shareholders of Cool Fruits, Inc., a Florida corporation, entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on September 15, 2000, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.


3. The merger of Cool Fruits, Inc., a Florida corporation, with and into Cool Fruits, Inc., a Delaware corporation, is permitted by the laws of the jurisdiction of organization of Cool Fruits, Inc., a Delaware corporation, and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Cool Fruits, Inc., a Delaware corporation, was February 11, 1999.

Executed on September 19, 2000.

COOL FRUITS, INC.
(a Florida corporation)

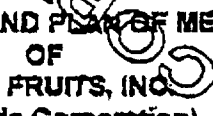
By: 
Richard Worth, President

COOL FRUITS, INC.
(a Delaware corporation)

By: 
Richard Worth, President

Received Time Sep. 19. 11:16AM

U.S. Postal Express Mail Label No. EL 822130928 US
Dated: April 9, 2001


AGREEMENT AND PLAN OF MERGER
OF
COOL FRUITS, INC.
(A Florida Corporation)

INTO

COOL FRUITS, INC.
(A Delaware Corporation)

THIS AGREEMENT AND PLAN OF MERGER dated this 11 day of February, 1999 (the "Plan") is between Cool Fruits, Inc., a Florida corporation ("Cool Fruits Florida") and Cool Fruits, Inc., a Delaware corporation ("Cool Fruits Delaware"). Cool Fruits Florida and Cool Fruits Delaware are sometimes referred to herein as the "Constituent Corporations."

1. Cool Fruits Florida is a corporation duly organized and existing under the laws of the State of Florida and has an authorized capital of 1,000 shares, no par value per share.

2. Cool Fruits Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital consisting of 6,000,000 shares, 5,000,000 of which are Common Stock, par value \$.001 per share, and 1,000,000 of which are Preferred Stock, par value \$.001 per share.

3. In accordance with the provisions of this Plan, the Florida 1989 Business Corporation Act ("Florida BCA") and the General Corporation Law of the State of Delaware ("Delaware GCL"), Cool Fruits Florida shall cease to exist and Cool Fruits Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "Cool Fruits, Inc."

4. The Merger shall become effective when this Plan and the Merger shall have been adopted and approved by the stockholders of each Constituent Corporation in accordance with the Delaware GCL and the Florida BCA and the executed Certificate of Merger has been filed with the Secretary of the State of Delaware in accordance with the requirements of the Delaware GCL (the date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger").

5. Upon the Effective Date of the Merger, the separate existence of Cool Fruits Florida shall cease and Cool Fruits Delaware, as the surviving corporation, (i) shall continue to possess all of Cool Fruits Florida's assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Cool Fruits Florida's Boards of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Cool Fruits Florida in the manner more fully set forth in Section 259 of the Delaware GCL, (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Cool Fruits Florida in the same manner as if Cool Fruits Delaware had itself incurred them, all as more fully provided under the applicable provisions of the Delaware GCL and the Florida BCA.

CORPORATE SEAL

Received Time Feb 11 11:52AM
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6. Upon the Effective Date of the Merger, each share of common stock issued by Cool Fruits Florida and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for 5,000 fully paid and nonassessable shares of common stock of Cool Fruits Delaware.

After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of common stock of Cool Fruits Florida may, at such stockholder's option, surrender the same for cancellation to Cool Fruits Delaware, as exchange agent, and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of common stock of Cool Fruits Delaware into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of common stock of Cool Fruits Florida shall be deemed for all purposes to represent the number of shares of common stock of Cool Fruits Delaware into which such shares of common stock of Cool Fruits Florida were converted in the Merger as herein provided.


7. The Certificate of Incorporation and by-laws of Cool Fruits Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation and by-laws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law. The directors and officers of Cool Fruits Delaware immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the by-laws of the Surviving Corporation.

IN WITNESS WHEREOF, this Plan having first been approved by the joint resolutions of the sole shareholder and Board of Directors of Cool Fruits Florida on February 11, 1999 and the sole shareholder and Board of Directors of Cool Fruits Delaware on February 11, 1999 is hereby executed on behalf of each of such two corporations.

COOL FRUITS, INC.,
A Florida corporation

By: 
Name: Richard S. Worth
Title: President

COOL FRUITS, INC.,
A Delaware corporation

By: 
Name: Richard S. Worth
Title: President

Received Time Sep 19 11:16AM

U.S. Postal Express Mail Label No. EL 822130928 US
 Dated: April 9, 2001

TOTAL P. 04