

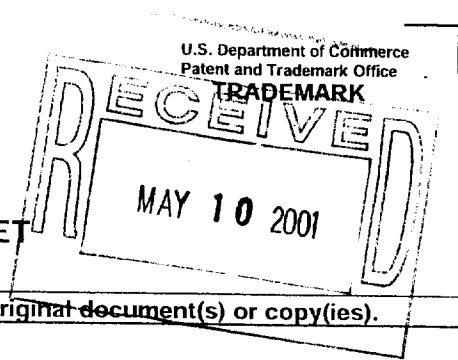
05-16-2001



101719481

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

5-10-01



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
- License
- Security Agreement
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Change of Name
- Other

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
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

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.)

05/16/2001 DBYRNE 00000060 1933644

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 25.00 DP

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:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002296 FRAME: 0526

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" value="1933644"/>	<input type="text" value="716591"/>	<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"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

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.

Patrick C. Stephenson

Name of Person Signing

Signature

5/8/01

Date Signed

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 AMENDMENT OF "AMERICAN HOME FOOD PRODUCTS, INC.", CHANGING ITS NAME FROM "AMERICAN HOME FOOD PRODUCTS, INC." TO "INTERNATIONAL HOME FOODS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 1996, AT 9 O'CLOCK A.M.



2106862 8100
971131933

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 8434008
 04-23-97

DATE:

TRADEMARK
REEL: 002296 FRAME: 0528

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
AMERICAN HOME FOOD PRODUCTS, INC.

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

American Home Food Products, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of Delaware (the "Corporation"), hereby certifies the following:

FIRST: That Article First of the Certificate of Incorporation of the Corporation be, and hereby is, amended and restated to read in its entirety as follows:

FIRST: The name of this corporation (hereinafter called the "Corporation") is International Home Foods, Inc.

SECOND: That Article Fourth of the Certificate of Incorporation of the Corporation be, and hereby is, amended and restated to read in its entirety as follows:

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 2,000,000,000 shares, consisting of (i) 100,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"); and (ii) 1,900,000,000 shares of common stock, par value \$0.01 per share ("the Common Stock").

Upon the filing of this Certificate of Amendment of the Certificate of Incorporation with the Delaware Secretary of State, each share of the Corporation's Common Stock, no par value (the "Old Common Stock"), issued and outstanding immediately prior to the filing hereof shall, without any action on the part of the holder thereof, be converted and reclassified into, and immediately represent 1,275,000 shares of Common Stock and upon delivery to the Corporation of the certificate or certificates evidencing the shares of Old Common Stock previously owned by such stockholder, as set forth on the Corporation's stock register, the holder thereof shall be entitled to receive a certificate or certificates representing the shares of Common Stock into which such shares have been converted.

The designations and the powers, preferences, rights, qualifications, limitations, and restrictions of the Common Stock and the Preferred Stock are as follows:

1. Provisions Relating to the Common Stock.

(a) Dividends. Subject to the prior rights and preferences, if any, applicable to shares of Preferred Stock or any class or series thereof, each share of Common Stock shall entitle the holder of record thereof to receive dividends out of funds legally

available therefor, when, as and if declared by the board of directors of the Corporation in respect of Common Stock.

(b) Liquidation Rights. The holders of Common Stock shall be entitled to share ratably in the net assets of the Corporation remaining after any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, and after payment or provision for the payment of the debts and liabilities of the Corporation and payment of the liquidation preference, if any, on any shares of capital stock of the Corporation having such a preference. A dissolution, liquidation or winding-up of the Corporation, as such terms are used in this paragraph (b), shall not be deemed to be occasioned by, or to include, any consolidation or merger of the Corporation with or into any other corporation or corporations or other entity or a sale, lease, exchange or conveyance of all, or any part of, the assets of the Corporation.

(c) Voting Rights. Each share of Common Stock shall entitle the registered holder thereof to one vote on all matters brought before the common stockholders of the Corporation for a vote.

2. Provisions Relating to the Preferred Stock.

(a) The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have any designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof, as are stated and expressed in this Article and in the resolution or resolutions providing for the issuance of such class or series adopted by the board of directors of the Corporation as hereafter prescribed.

(b) Authority is hereby expressly granted to and vested in the board of directors of the Corporation to authorize the issuance of Preferred Stock from time to time in one or more classes or series, and with respect to each class or series of the Preferred Stock, to state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(i) whether the class or series is to have voting rights in addition to any voting rights required by law, special or limited, and, if so, the terms of such voting rights, or whether such class or series is to be without voting rights, and whether such class or series is to be entitled to vote as a separate class either alone or together with the holders of one or more other classes or series of stock;

(ii) the number of shares to constitute the class or series and the designations thereof;

(iii) whether the shares of any class or series shall be redeemable at the option of the Corporation or the holders thereof or upon the happening of any

specified event, and, if redeemable, the redemption price or prices (which may be payable in the form of cash, notes, securities, or other property), and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(iv) whether the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds are to be established, the periodic amount thereof, and the terms and provisions relative to the operation thereof;

(v) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which, and the times when, such dividends are payable, the relative rights of priority, if any, of payment of dividends on shares of that series and any other class or series of stock, whether such dividends shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(vi) the preferences, if any, and the amounts thereof which the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation, and whether or not a dissolution, liquidation or winding-up of the Corporation, as such terms are used in this paragraph (vi), shall be deemed to be occasioned by or to include any consolidation or merger of the Corporation with or into any other corporation or corporations or other entity or a sale, lease, exchange or conveyance of all, or any part of the assets of the Corporation;

(vii) whether the shares of any class or series, at the option of the Corporation or the holder thereof or upon the happening of any specified event, shall be convertible into or exchangeable for the shares of any other class or classes or of any other series of the same or any other class or classes of stock, securities, or other property of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions, and any other terms and conditions of conversion or exchange; and

(viii) any other powers, preferences and relative, participating, optional, or other special rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any class or series.

(c) The shares of each class or series of Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects and in any other manner as shall be determined by the resolutions adopted by the board of

directors providing for the issuance thereof. The board of directors of the Corporation may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The board of directors of the Corporation may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution subtracting from such class or series authorized and unissued shares of the Preferred Stock designated for such existing class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

THIRD: That a new Article Tenth of the Certificate of Incorporation of the Corporation be, and hereby is, added to read in its entirety as follows:

TENTH: A director shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended after approval of the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. Any repeal or modification of this Article by the stockholders shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

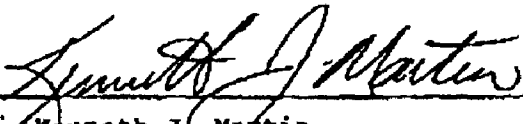
FOURTH: That Article Tenth of the Certificate of Incorporation of the Corporation in effect immediately prior to this amendment be, and hereby is, renumbered as Article Eleventh of the Certificate of Incorporation with no other change, and that Article Eleventh of the Certificate of Incorporation of the Corporation in effect immediately prior to this amendment be, and hereby is, renumbered as Article Twelfth of the Certificate of Incorporation with no other change.

FIFTH: That the foregoing amendments to the Certificate of Incorporation were duly adopted by the board of directors of the Corporation in accordance with the provisions of Section 141(f) and Section 242 of the General Corporation Law of the State of Delaware.

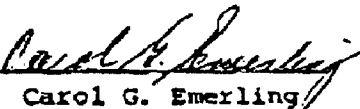
SIXTH: That the foregoing amendments to the Certificate of Incorporation were duly adopted and approved by written consent by the holders of all shares of capital stock of the Corporation entitled to vote thereon in accordance with the provisions of the Certificate of Incorporation and Section 228(a) and Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this instrument has been executed for, on behalf of, and in the name of the Corporation by its officers thereunto duly authorized on October 30, 1996.

AMERICAN HOME FOOD PRODUCTS, INC.

By: 
Name: Kenneth J. Martin
Title: President

ATTEST:

By: 
Name: Carol G. Emerling
Title: Secretary

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