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**TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Schuman Enterprises, Inc. **S. 14. 01**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State (New Jersey)  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: Imperia Foods, Inc.  
Internal  
Address: \_\_\_\_\_  
Street Address: 40 New Dutch Lane  
City: Fairfield State: NJ Zip: 07004

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State New Jersey  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
 (Designations must be a separate document from assignment)  
 Additional name(s) & address(es) attached?  Yes  No

3. Nature of conveyance:  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: June 1, 2000

4. Application number(s) or registration number(s):  
 A. Trademark Application No. (s) 74/129551  
72/167145  
72/200347  
75/067851

Additional number(s) attached  Yes  No

B. Trademark Registration No.(s) 1709424  
786882  
795665  
2168819

5. Name and address of party to whom correspondence concerning document should be mailed:  
 Name: Richard H. Koby, Esq.  
 Internal Address: \_\_\_\_\_  
 Street Address: Hartman & Craven LLP  
460 Park Avenue  
 City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: ..... 4

7. Total fee (37 CFR 3.41).....\$ 115  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

**DO NOT USE THIS SPACE**

9. 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.*

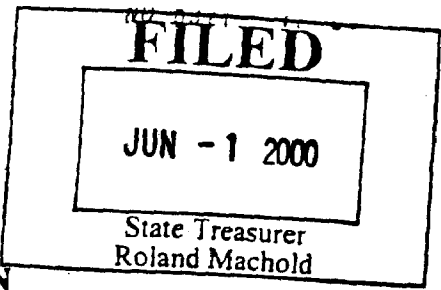
Richard H. Koby, Esq.                      [Signature]                      5/10/01  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and document: 3

05/17/2001 GT0N11 00000098 74129551  
 01 FC:481 40.00 OP  
 02 FC:482 75.00 OP

Mail documents to be recorded with required cover sheet information to:  
 Commissioner of Patent & Trademarks, Box Assignments  
 Washington, D.C. 20231

**TRADEMARK**  
**REEL: 002297 FRAME: 0635**



**CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
SCHUMAN ENTERPRISES, INC.**

\*\*\*\*\*

Pursuant to the provisions of Section 14A:9-2(4) and Section 14A:9-4(3), Corporations, General, of the New Jersey Statutes, the undersigned corporation adopts this Certificate of Amendment to its Certificate of Incorporation:

Section I. NAME: The name of the corporation is SCHUMAN ENTERPRISES, INC.

Section II. DATE OF ADOPTION AND TEXT OF AMENDMENT: The following amendment to the Certificate of Incorporation was approved by the sole director and thereafter duly adopted by the sole shareholder of the corporation on May 31, 2000:

Resolved, that Article FIRST of the Certificate of Incorporation filed on May 26, 2000, be amended to read is as follows:

FIRST: The name of the corporation is: IMPERIA FOODS, INC.

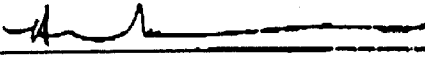
Section III. NUMBER OF SHARES: The number of shares outstanding at the time of the adoption of the amendment was one hundred (100) shares of common stock with no par value and the total number of shares entitled to vote thereon was one hundred (100) shares.

Section IV. ADOPTION BY VOTE: The number of shares that voted for such amendment was one hundred (100).

Section V. EFFECTIVE DATE OF AMENDMENT: This amendment is to become effective upon the filing of this Certificate of Amendment with the Secretary of State of New Jersey.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 31<sup>st</sup> day of May, 2000.

SCHUMAN ENTERPRISES, INC.

By:   
\_\_\_\_\_  
Neal Schuman, President