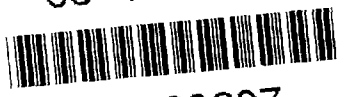




05-18-2001



101720607
TRADEMARKS ONLY

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

DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Imperia Foods, Inc. **5.1401**
 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: Schuman Enterprises, Inc.
Internal Address: _____
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: 5

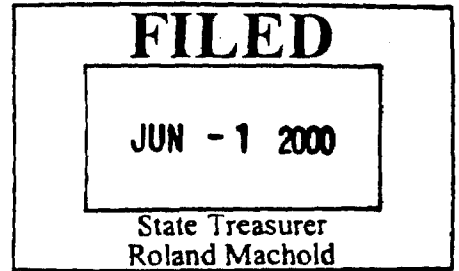
05/17/2001 GTQ11 00000096 74129551
01 FC:481 40.00 OP
02 FC:482 75.00 OP

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: 0638



CERTIFICATE OF MERGER
OF
IMPERIA FOODS, INC.
AND
SCHUMAN ENTERPRISES, INC.



To: the Department of the Treasury
of the State of New Jersey

Pursuant to the provisions of Section 14A:10-4.1 of the New Jersey Business Corporation Act, it is hereby certified that:

1. The names of the merging corporations are Imperia Foods, Inc., which is a business corporation of the State of New Jersey and Schuman Enterprises, Inc., which is a business corporation of the State of New Jersey.

2. Annexed hereto and made a part hereof is the Plan of Merger for merging Imperia Foods, Inc. with and into Schuman Enterprises, Inc. as approved by the directors and the shareholders entitled to vote of each of said merging corporations.

3. The number of shares of Imperia Foods, Inc. which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders is 200, all of which are of one class. All of the shareholders entitled to vote of the aforesaid corporation approved the Plan of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares represented by such consents is 200. The date of said consents and approval was May 31, 2000.

4. The number of shares of Schuman Enterprises, Inc. which were entitled to vote at the time of the approval of the Plan of Merger by its shareholders is 100, all of which are of one class. All of the shareholders entitled to vote of the aforesaid corporation approved the Plan of Merger pursuant to their written consents without a meeting of shareholders; and the number of

shares represented by such consents is 100. The date of said consents and approval was May 31, 2000.

5. Schuman Enterprises, Inc. will continue its existence as the surviving corporation under the name Imperia Foods, Inc. pursuant to the provisions of the New Jersey Business Corporation Act. Article First of the certificate of incorporation of Schuman Enterprises, Inc., relating to the name of the corporation upon the merger, is hereby amended so as to read as:

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

and said certificate of incorporation as herein amended shall continue in full force and effect until further amended in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

6. The merger herein provided for shall become effective on June 1, 2000.

Executed on May 31, 2000.

IMPERIA FOODS, INC.


By: NEAL SCHUMAN, President

SCHUMAN ENTERPRISES, INC.


By: NEAL SCHUMAN, President

PLAN OF MERGER adopted on May 31, 2000, by the unanimous consent of the shareholders and board of directors of Imperia Foods, Inc., ("Imperia") a New Jersey business corporation, and Schuman Enterprises, Inc. ("Schuman") a New Jersey business corporation.

1. Imperia and Schuman shall, pursuant to the provisions of the New Jersey Business Corporation Act, be merged with and into a single corporation, to wit, Schuman, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said surviving corporation under the name Imperia Foods, Inc. pursuant to the provisions of the New Jersey Business Corporation Act. The separate existence of Imperia, which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease upon said effective date in accordance with the provisions of said New Jersey Business Corporation Act.

2. The certificate of incorporation of the Surviving Corporation upon the effective date of the merger shall be the certificate of incorporation of the Surviving Corporation except that Article First thereof, relating to the name of the corporation, is hereby amended so as to read as follows upon the effective date of the merger:

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

and said certificate of incorporation as herein amended shall continue in full force and effect until further amended in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

3. The by-laws of the Surviving Corporation upon the effective date of the merger will be the by-laws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

4. The director and officer in office of the Surviving Corporation upon the effective date of the merger shall be the member of the first Board of Directors and the first officer of the Surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of his successor or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

5. Each issued share of the Terminating Corporation shall, upon the effective date of the merger, be canceled and the shareholders of the Surviving Corporation shall own the same numbers of shares of stock, without any conversion or change thereto, in the same proportion as they owned their stock before effective date of the merger.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Terminating Corporation and of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Terminating Corporation and of the Surviving Corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the merger herein provided for shall be June 1, 2000.

In WITNESS WHEREOF, the Terminating Corporation and the Surviving Corporation have each caused this Plan of Merger to be executed on the day and year first-above written.

IMPERIA FOODS, INC.


By: NEAL SCHUMAN, President

SCHUMAN ENTERPRISES, INC.


By: NEAL SCHUMAN, President