

05-22-2001



S.15-01

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RECORDATION FORM COVER SHEET
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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)
Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

<p>1. Name of conveying party(ies): Cool Fruits, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State Florida <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Name: Cool Fruits, Inc. Internal _____ Address: _____ Street Address: 11926 Fairway Lake Drive City Ft. Myers State: FL Zip: 33913</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ MAY 15 <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State - Delaware <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: September 19, 2000</p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p>	<p>B. Trademark Registration No.(s) 2336452, 1809428, 1589176</p> <p>Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: John C. Motley Internal Address: _____ Stoel Rives LLP _____ _____ Street Address: 900 SW Fifth Ave., Ste.2600 _____ City: Portland State: OR Zip: 97204</p>	<p>6. Total number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 3.41).....\$ 90.00 <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: 19-4455</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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.

Pamela E. Lawson
Name of Person Signing

Pamela E. Lawson
Signature

May 15, 2001
Date

Total number of pages including cover sheet, attachments, and document: 8

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

U.S. Postal Express Mail No.
EL 822131185 US
Dated: May 15, 2001

TRADEMARK
REEL: 002300 FRAME: 0125

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 *Janella C. Peterson*

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314 U.S. Postal Express Mail No. EL 822131185 US
Dated: May 15, 2001

TRADEMARK

REEL: 002300 FRAME: 0126

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 No.
EL 822131185 US
Dated: May 15, 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, 1998 (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.

~~CONFIDENTIAL - DELAWARE MERGER~~

Received Time Feb 11 11:52AM
 Received Time Sep 19 11:16AM

U.S. Postal Express Mail No.
 EL 822131185 US
 Dated: May 15, 2001

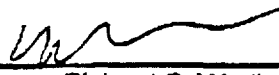
6. Upon the Effective Date of the Merger, each share of common stock issued by Cool Fruits Florida and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged 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 11:16 AM

U.S. Postal Express Mail No.
EL 822131185 US
Dated: May 15, 2001
TOTAL P.04

STOEL RIVES LLP

A T T O R N E Y S

STANDARD INSURANCE CENTER
900 SW FIFTH AVENUE, SUITE 2600
PORTLAND, OREGON 97204-1268
Phone (503) 224-3380 Fax (503) 220-2480
TDD (503) 221-1045
Internet: www.stoel.com

May 15, 2001

PAMELA E. LAWSON
Direct Dial
(503) 294-9609
email pelawson@stoel.com

U.S. POSTAL EXPRESS MAIL LABEL NO. EL 822131185 US

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

Re: Corporate Merger
Conveying Party: Cool Fruits, Inc., a Florida corporation
Receiving Party: Cool Fruits, Inc., a Delaware corporation

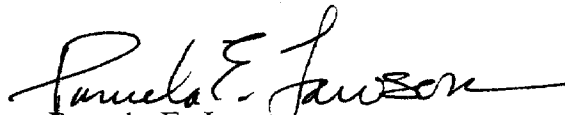
Dear Commissioner:

Enclosed for recording is an Articles of Merger concerning the above-identified corporations for Reg.Nos. 2,336,452; 1,809,428; and, 1,589,176 (AH! and Design, AH! LASKA and Design, and SKINNY NATURAL CORN CHIPS - Stylized), together with our check in the amount of \$90.00 in payment of the recording fee.

Also enclosed is a Revocation of Power of Attorney and Appointment of Substitute Attorney for each registration, and our self-addressed, postage paid postcard confirming receipt of the enclosed.

The Commissioner is hereby authorized (1) to charge any additional fees which may be required in connection with the recording of the document or (2) to credit any overpayment to Deposit Account No. 19-4455. Please address all communication regarding this matter to John C. Motley at the above address or at (503) 294-9584.

Very truly yours,


Pamela E. Lawson
Paralegal

Enclosures

cc: Mr. John C. Motley

Portlnd2-4304643.1 0032401-00011

U.S. Postal Express Mail No. EL 822131185 US

SEATTLE

PORTLAND

VANCOUVER, WA

BOISE

SALT LAKE CITY

WASH DC

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RECORDED: 05/15/2001

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