

05-22-2001



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Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):

Cool Fruits, Inc.

5-15-01

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: November 13, 2000

2. Name and address of receiving party(ies)

Name: Cool Fruits, Inc.  
Internal Address: \_\_\_\_\_

Street Address: 14855 Wicks Blvd.

City: San Leandro State: CA Zip: 94577

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- 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

4. Application number(s) or registration number(s):

A. Trademark Application No. (s)

B. Trademark Registration No. (s)

2336452, 1809428, 1589176

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John C. Motley

Internal Address: \_\_\_\_\_  
Stoel Rives LLP

Street Address: 900 SW Fifth Ave., Ste. 2600

City: Portland State: OR Zip: 97204

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$ 90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-4455

(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.

Pamela E. Lawson  
Name of Person Signing

Pamela E. Lawson May 15, 2001  
Signature Date

Total number of pages including cover sheet, attachments, and document: 7

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: 0181

Office of the Secretary of State

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 MERGER, WHICH MERGES:

"COOL FRUITS, INC.", A DELAWARE CORPORATION, WITH AND INTO "CF ACQUISITION SUB, INC." UNDER THE NAME OF "COOL FRUITS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF NOVEMBER, A.D. 2000, AT 3 O' CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

A TRUE COPY  
STOEL RIVES LLP

BY Pamela E. Lawson



Edward J. Freel

Edward J. Freel, Secretary of State

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001569517

AUTHENTICATION: 0792695 U.S. Postal Express Mail No.

EL 822131185 US

DATE: 11-14-00 Dated: May 15, 2001

TRADEMARK

REEL: 002300 FRAME: 0182

**CERTIFICATE OF MERGER  
OF  
COOL FRUITS, INC.  
WITH AND INTO  
CF ACQUISITION SUB, INC.**

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), CF Acquisition Sub, Inc., a Delaware corporation ("Merger Sub") and the surviving corporation in the merger of Cool Fruits, Inc., a Delaware corporation ("Cool Fruits"), with and into Merger Sub (the "Merger"), does hereby certify that:

1. The name and state of incorporation of each of the constituent corporations in the Merger are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
Cool Fruits, Inc.	Delaware
CF Acquisition Sub, Inc.	Delaware

2. Cool Fruits, Merger Sub and nSpired Natural Foods, Inc., a Delaware corporation ("nSpired") are parties to an Agreement of Reorganization dated as of September 1, 2000 (the "Merger Agreement"). The Merger Agreement has been approved, adopted, certified, executed and acknowledged by each of Cool Fruits, Merger Sub and nSpired in accordance with Section 251 of the DGCL.

3. The name of the surviving corporation is CF Acquisition Sub, Inc., whose name is changed to Cool Fruits, Inc. as provided in Paragraph 4.

4. At the time the Merger becomes effective (the "Effective Time"), the Certificate of Incorporation of Merger Sub in effect immediately before the Effective Time will be the Certificate of Incorporation of the surviving corporation. The First Article of the Certificate of Incorporation of the Merger Sub shall be amended to read in its entirety as follows:

FIRST. The name of the corporation is Cool Fruits, Inc.

5. The executed Merger Agreement is on file at the office of the surviving corporation located at 14855 Wicks Blvd, San Leandro, California 94577.

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STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 03:00 PM 11/14/2000  
001569517 3283048

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

Dated: May 15, 2001

**TRADEMARK**

**REEL: 002300 FRAME: 0183**

6. A copy of the Merger Agreement will be furnished by the surviving corporation, upon request and without cost, to any stockholder of either Cool Fruits, Merger Sub, or nSpired.

IN WITNESS WHEREOF, CF Acquisition Sub, Inc. has caused this certificate to be signed this 13th day of November, 2000.

CF ACQUISITION SUB, INC.

By: Edward D. Truslow  
Name: EDWARD D. TRUSLOW  
Title: TREASURER

Form 3-1304624 2 0032401-00010

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

TRADEMARK

RECORDED: 05/15/2001

REEL: 002300 FRAME: 0184