

05-29-2001



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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

5-18-01

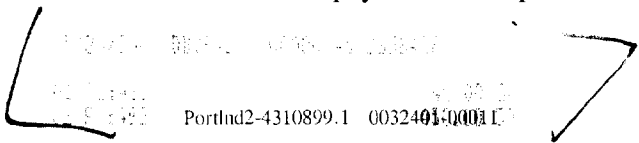
RECORDATION FORM COVER SHEET

TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:

Please record the attached original documents or copy thereof:

- 1. Name of conveying party: Cool Fruits, Inc.
a Delaware corporation
- 2. Name and address of receiving party: nSpired Natural Foods, Inc.
a Delaware corporation
14855 Wicks Blvd.
San Leandro, California 94577
- 3. Nature of Conveyance: **Corporate Merger**
- 4. Execution date: April 4, 2001
- 5. Registration Numbers and Serial Numbers: See Exhibit A
- 6. Name and address of party to whom correspondence concerning document should be mailed:

John C. Motley
Stoel Rives LLP
900 S.W. Fifth Avenue, Suite 2600
Portland, Oregon 97204
(503) 294-9584
- 7. Total number of marks involved: 19
- 8. Total fee (37 CFR 3.41): \$ 490.00
- 9. The Commissioner is hereby authorized to charge any additional fees which may be required in connection with the recording of this document or to credit any overpayment to Deposit Account No. 19-4455.

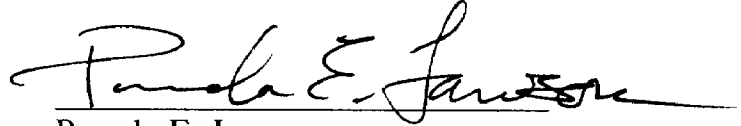


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10. To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Respectfully submitted,



Pamela E. Lawson
Paralegal

Total number of pages comprising conveyance: 4

Date: May 18, 2001

STOEL RIVES LLP
900 SW Fifth Avenue, Suite 2600
Portland, Oregon 97204-1268
Telephone: (503) 294-9609

Exhibit A

**19 Marks re Cool Fruits, Inc., a Delaware corporation,
Merger with
nSpired Natural Foods, Inc., a Delaware corporation**

Mark	Reg.No.	Serial No.
AH! and Design	2,336,452	
PUMPKORN	2,151,314	
COOL FRUITS	1,983,505	
FRUITABLES	1,944,690	
COOL FRUITS FRUIT JUICE FREEZERS and Design	1,836,962	
COOL FRUITS	1,831,483	
AH! LASKA and Design	1,809,428	
SKINNY NATURAL CORN CHIPS	1,589,176	
SKINNY	911,254	
AH LASKA		76/106,565
AH LASKA		76/106,166
POWER ICE		75/894,327
SUNKORN		75/883,359
FRUITALYTE		75/847,757
SKINNY STICKS		75/741,653
COOL FRUITS		75/493,862
COOL GELS		75/392,201
COOL FRUITS		75/331,482
COOL FRUITS		75/288,769

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"COOL FRUITS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "NSPIRED NATURAL FOODS, INC." UNDER THE NAME OF "NSPIRED NATURAL FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF APRIL, A.D. 2001, AT 3:30 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 *Jamela C. Lawson*



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1065351

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DATE: 04-05-01 Dated: May 18, 2001

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CERTIFICATE OF OWNERSHIP AND MERGER**OF****COOL FRUTTS, INC.****(a Delaware corporation)****with and into****nSPIRED NATURAL FOODS, INC.****(a Delaware corporation)**

This Certificate of Ownership is filed pursuant to Section 253 of the General Corporation Laws of the State of Delaware. It is hereby certified that:

1. nSpired Natural Foods, Inc. (the "Parent") is incorporated under the laws of the State of Delaware.
2. Cool Fruits, Inc. (the "Subsidiary") is incorporated under the laws of the State of Delaware.
3. Parent owns 100% of the outstanding shares of the stock of Subsidiary.
4. Parent, by the unanimous consent resolutions of the members of its Board of Directors pursuant to section 141(f) of the Delaware General Corporation Law, adopted as of March 2, 2001, determined to, and adopted upon the filing of this Certificate of Ownership and Merger with the Secretary of State of Delaware, does hereby merge Subsidiary with and into Parent on the conditions set forth in such resolutions:

WHEREAS, Cool Fruits, Inc., a Delaware corporation ("CF"), is a wholly-owned subsidiary of Parent;

WHEREAS, the Board of Directors believes it to be in Parent's best interests to merge CF with and into Parent and to cancel the outstanding shares of common stock of CF without consideration;
NOW THEREFORE IT IS

RESOLVED, that CF be merged with and into Parent (the "CF Merger") effective upon filing the Certificate of Ownership and Merger with the Secretary of the State of Delaware; and it is further

CERTIFICATE OF OWNERSHIP AND MERGER

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RESOLVED, that the surviving corporation shall be Parent, that Parent shall assume all of the liabilities of CF and that all of the outstanding capital stock of CF shall be canceled without consideration; and it is further

RESOLVED, that Parent shall cause to be executed, filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of CF and of Parent and in any other appropriate jurisdiction; and it is further

RESOLVED, that each of the President, any Vice President, Chief Financial Officer or Treasurer of Parent is hereby authorized to execute such additional documents and take such further action as he in his discretion may deem necessary or appropriate to effect the CF Merger.

IN WITNESS WHEREOF, this Certificate of Ownership and Merger is executed on April 4, 2001.

{SIGNATURE PAGE FOLLOWS}

CERTIFICATE OF OWNERSHIP AND MERGER

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INSPIRED NATURAL FOODS, INC.

By: /s/ ERIC ZITELLI
Name: Eric Zitelli
Title: President

CERTIFICATE OF OWNERSHIP AND MERGER

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RECORDED: 05/18/2001

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