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06-04-2001



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks 101736652 and original documents or copy thereof.

10-50-5

1. Name of conveying party(ies):

Quaker Valley Meats, Inc.

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

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

2. Name and address of receiving party(ies)

Name: Quaker Valley Foods, Inc.

Internal Address:

Street Address: 3101 South Third Street

City: Philadelphia State: PA ZIP: 19148

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Pennsylvania
- 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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 9, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

549,612; 684,869; 943,350; 943,351;
943,353; 1,317,160; 1,342,928; 2,379,366

Additional numbers attached? Yes No

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

Name: Stanley H. Cohen, Esq.

Internal Address: Caesar, Rivise, Bernstein,
Cohen & Pokotilow, Ltd.

Street Address: 1635 Market Street

12th Floor, Seven Penn Center

City: Philadelphia State: PA ZIP: 19103-2212

6. Total number of applications and registrations involved: 8

7. Total fee (37 CFR 3.41).....\$ 215.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-0075

(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.

Stanley H. Cohen
Name of Person Signing

Signature

May 24, 2001
Date

Total number of pages including cover sheet, attachments, and document: 4

9989- 96

DEC 09 1999

Microfilm Number _____

Filed with the Department of State on _____

Entry Number 642801

Ron Pappalardo
Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 91)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: Quaker Valley Meats, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 3101 South Third Street, Philadelphia, PA 19148 Philadelphia
Number and Street City State Zip County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: Business Corporation Law of the Commonwealth of Pennsylvania approved May 5, 1933, as amended

4. The date of its incorporation is: January 3, 1977

5. (Check, and if appropriate complete, one of the following):

___ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: January 1, 2000 at 12:01 A.M.
Date Hour

6. (Check one of the following):

___ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).

The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c).

7. (Check, and if appropriate complete, one of the following):

The amendment adopted by the corporation, set forth in full, is as follows:

The name of the corporation is Quaker Valley Foods, Inc.

___ The amendment adopted by the corporation as set forth in full in Exhibit A attached hereto and made a part hereof.

DEPARTMENT OF STATE
15-1915-0112 (REV. 03-01-12)

DEC 09 1999

9989-97

B. (Check if this amendment restates the Articles)

This restated Article of Incorporation supersedes the original Article and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 9 day of December, 1988.

Quaker Valley Meats, Inc.
(Name of Corporation)

BY: (Signature)
(Signature)

TITLE: President

SCR:15-1815 (Rev 80)-3

C O M M O N W E A L T H O F P E N N S Y L V A N I A

D E P A R T M E N T O F S T A T E

APRIL 25, 2001

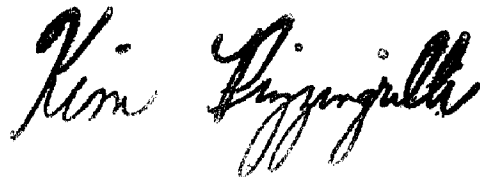
TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

QUAKER VALLEY FOODS, INC.

I, Kim Pizzingrilli, Secretary of the Commonwealth of Pennsylvania do hereby certify that the foregoing and annexed is a true and correct photocopy of Articles of Amendment

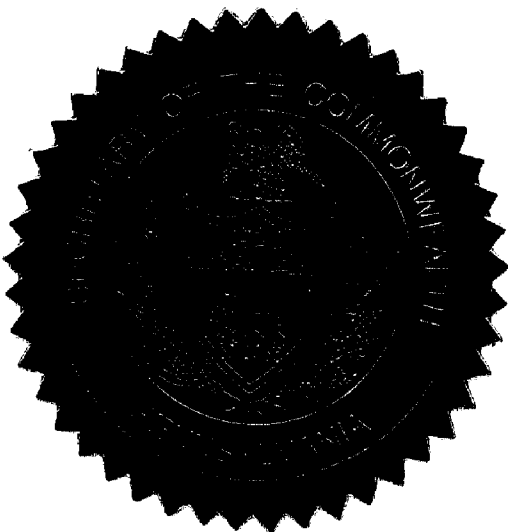
which appear of record in this department

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.



Secretary of the Commonwealth

JSOW



RECORDED: 05/29/2001

TRADEMARK
REEL: 002307 FRAME: 0379