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06-13-2001

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



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

101748164

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

1. Name of conveying party(ies):

HERMAN GOELITZ CANDY COMPANY, INC., A CALIFORNIA CORPORATION, 2400 NORTH WATNEY WAY, FAIRFIELD, CA 94533

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: MARCH 20, 2001

2. Name and address of receiving party(ies)

Name: JELLY BELLY CANDY COMPANY

Internal Address:

Street Address: ONE JELLY BELLY LANE

City: FAIRFIELD State: CA Zip: 94533

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State CALIFORNIA 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)

75/346,767 75/712,756 75/646,297 75/458,832

B. Trademark Registration No.(s)

1,132,333 1,184,043 1,203,786 1,241,686

Additional number(s) attached Yes No

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

Name: JAMES R. CYPHER

Internal Address:

Street Address: 405 14TH STREET, SUITE 1607

City: OAKLAND State: CA Zip: 94612

6. Total number of applications and registrations involved:

59

7. Total fee (37 CFR 3.41) \$ 1490.00

- Enclosed (Check No. 7229) 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.

JAMES R. CYPHER

Name of Person Signing

Signature (Handwritten)

06-04-2001

Date

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

15 10 500

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

TRADEMARK REEL: 002308 FRAME: 0752

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Recordation Form PTO-1594 Cover Sheet

TRADEMARKS

Page 2

Attachment to No. 1 Form PTO-1594:

Name and Address of Conveying Party:

Herman Goelitz Candy Company, Inc. the Surviving Corporation, a  
California Corporation doing business at 2400 North Watney way,  
Fairfield, California 94533,

Name and Address of Receiving Party:

Jelly Belly Candy Company, a California Corporation doing business  
at One Jelly Belly Lane, Fairfield, CA 94533  
approved and executed March 20, 2001

Attachment to No. 4 A Trademark Serial Numbers:

- 75/458,831
- 75/751,277
- 75/828,073
- 76/232,675

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Recordation Form PTO-1594 Cover Sheet

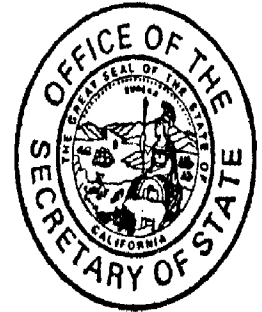
TRADEMARKS

Page 3

Attachment to No. 4 B Trademark Registration Numbers:

1,942,689	1,422,190	2,110,068	2,409,599
1,232,091	1,726,046	1,985,642	2,409,598
1,221,315	1,487,677	1,985,641	2,326,794
1,214,948	1,487,678	2,158,868	2,329,734
1,206,405	2,077,329	2,159,116	2,343,441
1,207,449	1,665,173	2,156,931	
1,248,492	1,799,534	2,304,342	
1,225,098	1,837,435	2,261,710	
1,248,499	1,827,579	2,221,795	
1,289,267	1,860,490	2,395,277	
1,597,702	1,863,295	2,259,632	
1,337,901	1,879,970	2,338,503	
1,335,781	2,037,616	2,365,482	
1,422,184	2,085,121	2,409,600	

# State of California



## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 29 2001



*Bill Jones*

Secretary of State

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CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

HERMAN GOELITZ CANDY COMPANY, INC.

FILED  
in the office of the Secretary of State  
of the State of California

APR 02 2001

Bill Jones  
BILL JONES, Secretary of State

ROBERT M. SIMPSON and LISA ROWLAND BRASHER hereby certify that:

1. They are the President and Secretary, respectively, of Herman Goelitz Candy Company, Inc., a California corporation.

2. Article One of the Articles of Incorporation of said corporation shall be amended to read in full as follows:

“ONE: The name of this corporation is:


**JELLY BELLY CANDY COMPANY”**

3. The foregoing amendment has been approved by the Board of Directors of said corporation.

4. The foregoing amendment was approved by the required vote of the shareholders of said corporation in accordance with Sections 902 and 903 of the California Corporations Code. The corporation has only one class of shares and each outstanding share is entitled to one vote. The total number of outstanding shares entitled to vote with respect to the foregoing Amendment was Fifteen thousand Three Hundred Forty (15,340) Common Shares; and the number of shares voting in favor of the foregoing Amendment equaled or exceeded the vote required, in that the Amendment was approved by the affirmative vote of Fifteen Thousand Three Hundred Forty (15,340) shares, that is, by the affirmative vote of one hundred (100) percent of all the issued and outstanding shares.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on March 20, 2001.

  
ROBERT M. SIMPSON, President

  
LISA ROWLAND BRASHER, Secretary

TRADEMARK  
REEL: 002308 FRAME: 0756

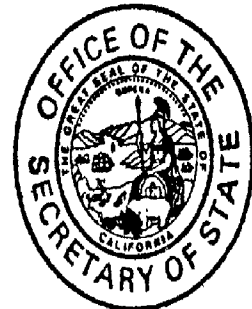
The undersigned declare under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct of their own knowledge and that this declaration was executed on March 20, 2001 at Fairfield, California.

  
ROBERT M. SIMPSON, President

  
LISA ROWLAND BRASHER, Secretary



# State of California



## SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

MAY 29 2001



*Bill Jones*

Secretary of State

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FILED

in the Office of the Secretary of State  
of the State of California

AGREEMENT OF MERGER OF GOELITZ CONFECTIONERY COMPANY  
INTO HERMAN GOELITZ CANDY COMPANY, INC.

MAR 31 2001  
Bill Jones  
BILL JONES, Secretary of State

THIS AGREEMENT OF MERGER is entered into between HERMAN GOELITZ CANDY COMPANY, INC., a California corporation (herein "Surviving Corporation") and GOELITZ CONFECTIONERY COMPANY, an Illinois corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Surviving Corporation shall remain outstanding.
3. Surviving Corporation shall acquire all of the stock of Merging Corporation not already owned by Surviving Corporation in exchange for 2,292 shares of the common stock of Surviving Corporation which shall be transferred to the other shareholders of Merging Corporation.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as of 11:59 p.m. on March 31, 2001.

IN WITNESS WHEREOF, the parties have executed this Agreement.

HERMAN GOELITZ CANDY COMPANY, INC.

By: Robert M. Simpson, Jr.  
Robert M. Simpson, Jr., President

By: Lisa R. Brasher  
Lisa R. Brasher, Secretary

GOELITZ CONFECTIONERY COMPANY

By: William H. Kelley  
William H. Kelley, President

By: Lisa R. Brasher  
Lisa R. Brasher, Secretary



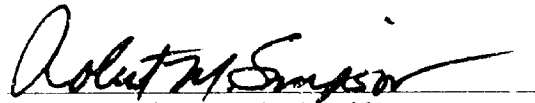
**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER  
OF GOELITZ CONFECTIONERY COMPANY  
INTO HERMAN GOELITZ CANDY COMPANY, INC.**

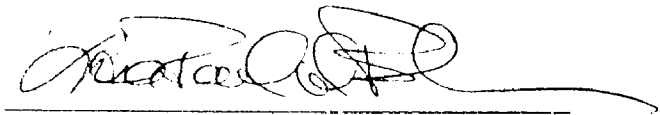
Robert M. Simpson, Jr. and Lisa R. Brasher certify that:

1. They are the President and the Secretary, respectively, of Herman Goelitz Candy Company, Inc., a California corporation (the "Corporation").
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares and the number of shares outstanding is 15,340.
5. An additional 2,292 shares will be issued pursuant to the provisions of the attached Agreement of Merger.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: March 16, 2001

  
Robert M. Simpson, Jr., President

  
Lisa R. Brasher, Secretary

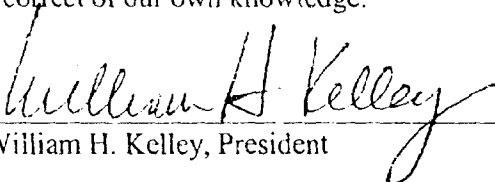
**CERTIFICATE OF APPROVAL OF AGREEMENT OF MERGER  
OF GOELITZ CONFECTIONERY COMPANY  
INTO HERMAN GOELITZ CANDY COMPANY, INC.**

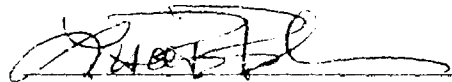
William H. Kelley and Lisa R. Brasher certify that:

1. They are the President and the Secretary, respectively, of Goelitz Confectionery Company, an Illinois corporation (the "Corporation").
2. The Agreement of Merger in the form attached was duly approved by the Board of Directors and shareholders of the Corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the Corporation.
4. There is only one class of shares of the Corporation and the number of shares outstanding is 690.
5. An additional 2,292 shares of Herman Goelitz Candy Company, Inc. will be issued to the shareholders of the Corporation pursuant to the terms of the attached Agreement of Merger.

We further declare under penalty of perjury under the laws of the State of Illinois that the matters set forth in this certificate are true and correct of our own knowledge.

Dated: March 16, 2001

  
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William H. Kelley, President

  
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Lisa R. Brasher, Secretary

