



06-12-2001



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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 $\Rightarrow \Leftarrow \Leftarrow \Downarrow$

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

1. Name of conveying party(ies):

Brokers Choice, Inc. **6-7-01**

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: September 24, 1998

2. Name and address of receiving party(ies)

Name: Zwanenberg Food Group (USA), Inc.

Internal Address: _____
Address: _____

Street Address: 10 Madison Avenue

City: Morristown State: NJ Zip: 07960

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State New Jersey
- 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) 1918952
2089244

Additional number(s) attached Yes No

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

Name: Raymond P. Mulry

Internal Address: _____
Morrison Cohen Singer & Weinstein, LLP

Street Address: 750 Lexington Avenue

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: _____



7. Total fee (37 CFR 3.41).....\$65.00

- Enclosed
- 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.

Raymond P. Mulry
Name of Person Signing

Signature

June 5, 2001
Date

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

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

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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

ZWANENBERG FOOD GROUP (USA) INC.
0100447007

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department a
a Certificate of Amendment on September 23rd, 1998
and that the attached is a true copy of this
document as the same is taken from and compared
with the original(s) filed in this office and now
remaining on file and of record.*

IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
24th day of September, 1998



A handwritten signature in black ink, reading "James A. DiEleuterio, Jr." with a stylized flourish at the end.

James A DiEleuterio, Jr.
Treasurer

TRADEMARK

REEL: 002311 FRAME: 0941



CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF

FILED

SEP 23 1998

BROKERS CHOICE INC.
(For Use by Domestic Corporations Only)

James A. DiMenterio, Jr.
State Treasurer

To: The Secretary of State
State of New Jersey

Pursuant to the provisions of Section 14A:9-2(4) and Section 14:A9-4(3), Corporations, General of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is Brokers Choice Inc.

2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 18th day of June, 19 98:

RESOLVED, that Article First of the Certificate of Incorporation be amended to read as follows:

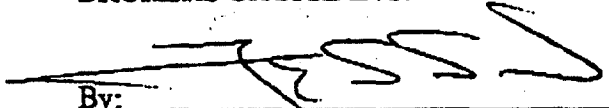
The name of the corporation (hereinafter called the "Corporation") is ZWANENBERG FOOD GROUP (USA) INC.

3. The number of shares entitled to vote upon the amendment was one hundred (100).

4. That in lieu of a meeting and vote of the shareholders and in accordance with the provisions of Section 14A:5-6, the amendment was adopted by the shareholders without a meeting pursuant to the written consents of the shareholders and the number of shares represented by such consents is one hundred (100) shares.

Dated this 22nd day of September, 19 98.

BROKERS CHOICE INC.



By: _____
Name: Frank J. Schmitt
Title: President

#194018

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*** TOTAL PAGE. 02 ***

TRADEMARK