

07-16-2001

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

RE 7



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

101776811

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

1. Name of conveying party(ies):

Goddard, Inc.

7-10-01

- Individual(s) Association General Partnership Limited Partnership Corporation-State 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: April 17, 2001

2. Name and address of receiving party(ies)

Name: Freshway Food Systems, Inc.

Internal Address:

Street Address: 1501 West Tenth Street

City: Sioux Falls State: SD Zip: 57104

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

1653946

Additional number(s) attached Yes No

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

Name: Matthew McCaulley

Internal Address:

Street Address: 122 South Phillips Avenue Suite 250

City: Sioux Falls State: SD Zip: 57104

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41): \$40.00

- 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.

Signature of Matt McCaulley

Name of Person Signing

Signature

Signature

7-03-2001

Date

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

07/13/2001 DBYRNE 00000201 1653946

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

01 FC:481

40.00 DP

TRADEMARK REEL: 002329 FRAME: 0034

**BOARD OF DIRECTORS MEETING MINUTES
GODDARD, INC.**

CONVENING OF MEETING

The President of Goddard, Inc., Joan Goddard, called the special Board of Directors meeting in accordance with the bylaws of Goddard, Inc. (the Company) as of the 17th day of April, 2001.

THE FOLLOWING WERE PRESENT:

1. Joan Goddard – Director; President and Treasurer of the Company
2. Matthew McCaulley – attorney at law

THE FOLLOWING MATTERS WERE DISCUSSED AND PRESENTED:

1. Change of corporate name.

FINDINGS:


1. The Company was incorporated on or about December 1, 2000;
2. The special meeting of the Board of Directors was called by Joan Goddard, President of Goddard, Inc.
3. The Officers of the Company are as follows:
 - a) President: Joan Goddard
 - b) Vice President: Jeffry Goddard
 - c) Secretary: Jeffry Goddard
 - d) Treasurer: Joan Goddard
4. Joan Goddard owns fifty-one percent (51%) of the Company;
5. The Company is in the process of pursuing registration as a franchise in the State of South Dakota;
6. Legal counsel for the Company has recommended a name change from Goddard, Inc. to Freshway Food Systems, Inc.

THE FOLLOWING RESOLUTIONS WERE OFFERED AND PASSED:

1. RESOLVED THAT it is in the best interests of the Company to change the name from Goddard, Inc. to Freshway Food Systems, Inc.;
2. RESOLVED THAT Joan Goddard, as President of the Company, shall execute Articles of Amendment to the Articles of Incorporation;
3. RESOLVED THAT counsel for the company shall file the Articles of Amendment to the Articles of Incorporation with the Secretary of State;

4. RESOLVED THAT upon acceptance of the Articles of Amendment to the Articles of Incorporation by the South Dakota Secretary of State, the Company shall be known as and do business as Freshway Food Systems, Inc.

THERE BEING NO FURTHER BUSINESS, THE MEETING WAS ADJOURNED.


Joan Goddard, Director and President


Date

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
Fax (605)773-4550

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION**

Pursuant to the provisions of SDCL 47-2-9, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is Goddard, Inc.

2. The following amendment of the Articles of Incorporation was adopted by the shareholders of the corporation on the 17th day of April, 2001, in the manner prescribed by the South Dakota Corporation Acts:

OR

No shares have been issued and the following amendment was adopted by the Board of Directors on _____, 20 _____.

The name of the corporation shall be changed from Goddard, Inc. to Freshway Food Systems, Inc.

3. The number of shares of the corporation outstanding at the time of such amendment was 100; and the number of shares entitled to vote thereon was 100.

4. The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

Class: Common Number of shares: 100

5. The number of shares voted for such amendment was 51

The number of shares voted against such amendment was 49 (absent)

The number of shares of each class entitled to vote thereon as a class voted for and against such amendment was:

Class: _____ Number of shares: _____
For: _____ Against: _____

6. The manner, if not set forth in such amendment, in which any exchange, reclassification or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

7. The manner in which such amendment effects a change in the amount of stated capital, and a statement expressed in dollars, of the amount of stated capital as changed by such amendment.

To be signed in the presence of a notary public by either the chairman of the board of directors, or by the president or any other officer.

Dated 17 April 2001.

Joan Goddard
(Signature)

President
(Title)

STATE OF Minnehaha

COUNTY OF South Dakota

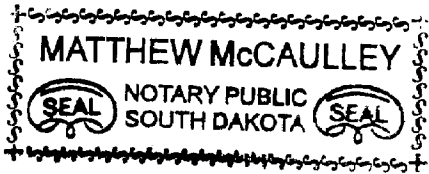
I, Matthew McCaulley, a notary public, do hereby certify that on this 17th day of April, personally appeared before me Joan Goddard who, being by me first duly sworn, declared that he/she is the President of Goddard, Inc., that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

December 8, 2003

My Commission Expires

[Signature]
(Notary Public)

Notarial Seal



FILING FEE: \$20

1. Please list EXACT corporate name in number one.
2. Complete signatures and titles of the officers signing for the corporation.
3. Complete notary verification.

An ORIGINAL and ONE EXACT COPY of the Articles of Amendment must be submitted.

dbartam.pdf

SECRETARY OF STATE
STATE CAPITOL
500 E. CAPITOL AVE.
PIERRE, S.D. 57501
(605)773-4845
Fax (605)773-4550

ARTICLES OF AMENDMENT
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To be signed in the presence of a notary public by either the chairman of the board of directors, or by the president or any other officer.

Dated 17 April 2001

Joan Goddard
(Signature)

President
(Title)

STATE OF Minnehaha

COUNTY OF South Dakota

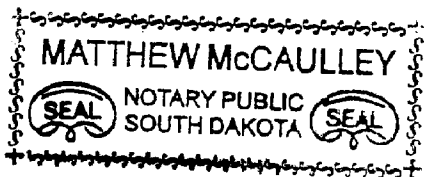
I, Matthew McCaulley, a notary public, do hereby certify that on this 17th day of April, personally appeared before me Joan Goddard who, being by me first duly sworn, declared that he/she is the President of Goddard, Inc., that he/she signed the foregoing document as officer of the corporation, and the statements therein contained are true.

December 8, 2003

My Commission Expires

[Signature]
(Notary Public)

Notarial Seal



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1. Please list EXACT corporate name in number one.
2. Complete signatures and titles of the officers signing for the corporation.
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HYNES & McCAULLEY LAW FIRM

A PROFESSIONAL LIMITED LIABILITY COMPANY

Matthew S. McCaulley
matt@sdlawfirm.com

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SIOUX FALLS, SD 57104-6706
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FAX: (605) 332-2525
www.sdlawfirm.com

Thomas P. Hynes
tom@sdlawfirm.com
Of Counsel

July 5, 2001

Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

Re: Trademark for FRESH WAY (Registration # 1,653,946)


Dear Commissioner:

Enclosed please find the following:

1. Recordation Form Cover Sheet;
2. Articles of Amendment to the Articles of Incorporation (2 pages);
3. Board of Directors Meeting Minutes (2 pages); and
4. Check in the amount of \$40.00 (fee code 481).

Please file the above referenced documents and contact me if you have any questions or concerns.

Sincerely,



Matthew McCaulley
Attorney at Law

MM/nar

Enclosures

c: Joan Goddard (w/enc.)