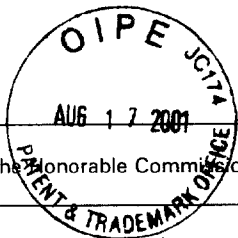


08-22-2001



101819365

Attorney Docket No.:
51545-0002-0003, 0007-0008

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

1. Name of conveying party(ies):

Money's Foods U.S. Inc.
Ohio Corporation

08/17/01

2. Name and address of receiving party(ies):

Money's Foods U.S. Inc.
1501 Stampede Avenue
Suite 1091, Unit #9009
Cody, Wyoming 82414

3. Nature of conveyance:

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

Execution Date: August 2, 2001

Effective Date: August 2, 2001

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

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

75/701,414
75/701,415

B. Trademark Registration No.(s):

1,808,703
2,471,987

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

Lisa D. Herbst, Esq.
Morgan, Lewis & Bockius LLP
1800 M Street, N.W.
Washington, D.C. 20036

Telephone: 202-467-7886
Facsimile: 202-467-7176
E-Mail: LHerbst@morganlewis.com

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) Cal. $\frac{1}{3} \times \$40.00 = \$ \underline{40.00}$
 $\frac{3}{3} \times \$25.00 = \$ \underline{75.00}$
 Total \$ 115.00

Authorized to charge any additional fees to deposit account

8. Deposit account number: 13-4520

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.

Lisa D. Herbst

Name of Person Signing

Lisa Herbst

Signature

August 17, 2001

Date

Total number of pages including cover sheet, attachments and document: 12

08/22/2001 DBYRME 00000009 75701414

01 FC:481 40.00 OP
02 FC:482 75.00 OP

State of Delaware
Office of the Secretary of State

PAGE 1

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 MERGER, WHICH MERGES:

"MONEY'S FOODS U.S. INC.", A OHIO CORPORATION,
WITH AND INTO "MONEY'S FOODS DE, INC." UNDER THE NAME OF "MONEY'S FOODS U.S. INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TENTH DAY OF AUGUST, A.D. 2001, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1289879

DATE: 08-10-01

3417751 810DM

010391973

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 11:00 AM 08/10/2001
 010391973 - 3417751

CERTIFICATE OF MERGER
MERGING
MONEY'S FOODS U.S. INC., an Ohio corporation
INTO
MONEY'S FOODS DE, INC., a Delaware corporation

The undersigned corporation **DOES HEREBY CERTIFY:**

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Money's Foods U.S. Inc.	Ohio
Money's Foods DE, Inc.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Money's Foods DE, Inc., a Delaware corporation; which, upon the filing and completion of this merger, will change its name to Money's Foods U.S. Inc.

FOURTH: That the Certificate of Incorporation of Money's Foods DE, Inc., a Delaware corporation, which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation, and is hereby amended as follows:

First: The name of the corporation is Money's Foods U.S. Inc.

FIFTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is 1501 Stampede Avenue, Suite 1091, Unit #9009, Cody, WY 82414.

SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

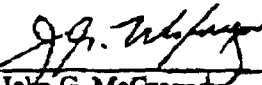
<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share or statement that shares are without par value</u>
Moncy's Foods U.S. Inc.	A	500	No Par

[SIGNATURES ON FOLLOWING PAGE]

Dated: August 2, 2001

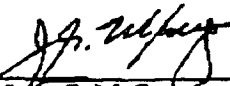
Merging Corporation

MONEY'S FOODS U.S. INC., an Ohio corporation

By: 
John G. McGregor
President and Chief Executive Officer

Surviving Corporation

MONEY'S FOODS DE, INC., a Delaware corporation

By: 
John G. McGregor
President and Chief Executive Officer

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