

10/23/01

12-07-2001



101910270

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

1. Name of conveying party(ies):
 Nation Sea Products, Incorporated

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 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: December 30, 1998

2. Name and address of receiving party(ies)
 Name: High Liner Foods (USA) Incorporated
 Internal
 Address: _____
One High Liner Avenue
 Street Address: P. O. Box 839
 City: Portsmouth State: NH Zip: 03802

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

If assigned is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation 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)

 Additional number(s) attached Yes No

B. Trademark Registration No.(s)
1,665,993
 Yes No

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

Name: Miriam J. Rovner, Senior Legal Assistant
 Internal Address: _____

 Street Address: Goodwin Procter LLP
Exchange Place
 City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
07-1700
 (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.

Robert M. O'Connell, Jr. October 23, 2001
 Name of Person signing Signature Date

Total number of pages include 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

12/06/2001 TBIAZI 00000062 1665993

01 FC:481 40.00 DP

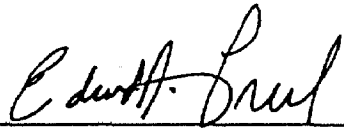
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065744-104746/1708-139

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "NATIONAL SEA PRODUCTS INCORPORATED", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "HIGH LINER FOODS (USA), INCORPORATED", THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.





Edward J. Freel, Secretary of State

0507525 8320

981509072

AUTHENTICATION: 9496832

DATE: 12-30-98

TRADEMARK

REEL: 002404 FRAME: 0047

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "NATIONAL SEA PRODUCTS INCORPORATED", CHANGING ITS NAME FROM "NATIONAL SEA PRODUCTS INCORPORATED" TO "HIGH LINER FOODS (USA), INCORPORATED", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 1998, AT 1:30 O'CLOCK P.M.

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



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0507525 8100

981508424

AUTHENTICATION: 9496166

DATE: 12-30-98

TRADEMARK

REEL: 002404 FRAME: 0048

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
NATIONAL SEA PRODUCTS INCORPORATED

NATIONAL SEA PRODUCTS INCORPORATED, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation, by unanimous written consent, in accordance with the provisions of Section 242 of the DGCL, have duly and unanimously adopted a resolution setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, recommending said amendment to the shareholders of the Corporation as being advisable and in the best interests of the Corporation and directing that such amendment be submitted to and be considered by the shareholders of the Corporation for approval by written consent. The proposed amendment to the Certificate of Incorporation of the Corporation is as follows:


Article I of the Certificate of Incorporation of the Corporation is hereby amended to read in its entirety as follows:

The name of the Corporation is High Liner Foods (USA), Incorporated.

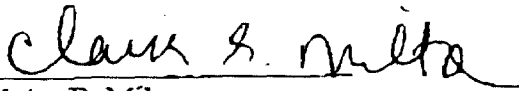
SECOND: That thereafter, pursuant to the resolution of its Board of Directors certified to in the preceding paragraph, the proposed amendment as set forth in this Certificate of Amendment of Certificate of Incorporation was duly adopted by written consent of the holders of a majority of the outstanding shares of Common Stock of the Corporation in accordance with the provisions of Sections 228 and 242 of the DGCL and the terms of the Certificate of Incorporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Certificate of Incorporation to be signed by Henry Demone, its Chief Executive Officer, and attested to by C.E. Milton, its Assistant Secretary, as of this 30th day of December, 1998.

NATIONAL SEA PRODUCTS
INCORPORATED

By: 
Henry E. Demone
Chief Executive Officer

ATTEST:

By: 
Claire E. Milton
Assistant Secretary

RECEIVED TIMEDEC 30 10:06AM

PRINT TIMEDEC 30 10:08AM

TRADEMARK
REEL: 002404 FRAME: 0050

NATIONAL SEA PRODUCTS INCORPORATED

Consent in Lieu of Special Meeting of Board of Directors

December 29, 1998

The undersigned, being all the Directors of National Sea Products Incorporated, a Delaware corporation (the "Corporation"), hereby consent to the adoption of the following resolutions and agree that said resolutions shall have the same effect as if duly adopted at a meeting of the Board of Directors held for the purpose:

- RESOLVED:** That the name of the Corporation be changed from National Sea Products Incorporated to High Liner Foods (U.S.A.), Incorporated.
- RESOLVED:** To approve and adopt the Certificate of Amendment to the Certificate of Incorporation of the Corporation effecting the above-described name change, substantially in the form attached hereto, and to recommend that such Certificate of Amendment to the Certificate of Incorporation be approved and adopted by the shareholders of the Corporation.
- RESOLVED:** That the proper officers of the Corporation be, and they hereby are, authorized to take, or cause to be taken, all such further action, and to execute and deliver or cause to be executed and delivered all such further instruments and documents in the name and on behalf of the Corporation as in their judgment shall be necessary or advisable in order to carry into effect the purposes and intent of the foregoing resolutions.
- RESOLVED:** That all actions heretofore taken by or on behalf of the officers of the Corporation in connection with the subject of the foregoing resolutions be and hereby are approved, ratified and confirmed in all respects.
- RESOLVED:** That this Consent may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.
- RESOLVED:** To direct that this Consent be filed with the records of meetings of the Directors.


TRADEMARK

REEL: 002404 FRAME: 0051

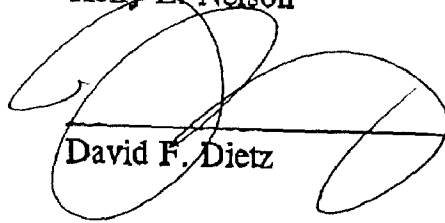
EXECUTED as of this date set forth above.



Henry E. Demone



Kelly L. Nelson



David F. Dietz

DOCSC\702975.1

NATIONAL SEA PRODUCTS INCORPORATED

Consent in Lieu of Special Meeting of Stockholders

December 29, 1998

The undersigned, being the holders of all of the issued and outstanding shares of Common Stock of National Sea Products Incorporated, a Delaware corporation (the "Corporation"), hereby consent to the adoption of the following resolutions and agree that said resolutions shall have the same effect as if duly adopted at a meeting of the shareholders held for the purpose:

RESOLVED: That the name of the Corporation be changed from National Sea Products Incorporated to High Liner Foods (U.S.A.), Incorporated.

RESOLVED: To approve and adopt the Certificate of Amendment to the Certificate of Incorporation of the Corporation effecting the above-described name change, substantially in the form attached hereto, and to authorize and direct the proper officers of the Corporation to execute, deliver and cause such Certificate of Amendment to the Certificate of Incorporation to be filed with the Secretary of the Commonwealth.

RESOLVED: That the proper officers of the Corporation be, and they hereby are, authorized to take, or cause to be taken, all such further action, and to execute and deliver or cause to be executed and delivered all such further instruments and documents in the name and on behalf of the Corporation as in their judgment shall be necessary or advisable in order to carry into effect the purposes and intent of the foregoing resolutions.

RESOLVED: That all actions heretofore taken by or on behalf of the officers of the Corporation in connection with the subject of the foregoing resolutions be and hereby are approved, ratified and confirmed in all respects.

RESOLVED: That this Consent may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

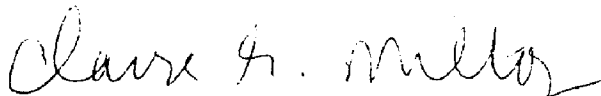
RESOLVED: To direct that this Consent be filed with the records of meetings of the shareholders.

TRADEMARK

REEL: 002404 FRAME: 0053

EXECUTED as of this date set forth above.

NATIONAL SEA PRODUCTS LIMITED

By: 

Claire E. Milton

Corporate Secretary and Treasurer