

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

02-12-2002



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101972725

9.28.01

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commission of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID# _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
- Security Agreement
- Merger
- Change of Name
- Other _____
- License
- Nunc Pro Tunc Assignment
Effective Date
Month Day Year
December 4, 1990

Conveying Party

Mark if additional names of conveying parties attached

Name Crestview Sales, Inc.

Execution Date
Month Day Year
11 28 90

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization California

Receiving Party

Mark if additional names of receiving parties attached

Name APC, Inc.

DBA/AKA/TA American Produce Company

Composed of _____

Address (line 1) 2060 E. 7th St.

Address (line 2) _____

Address (line 3) Los Angeles

California

90804

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

FORM PTO-1618A

Expires 06/30/99
OMB 0651-0027

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

Domestic Representative Name and Address

Enter for the first Receiving Party only

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

(513) 651-6752

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers are attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER both numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,181,417"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed

Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

LOUIS K. EBLING
Name of Person Signing


Signature

September 24, 2001
Date Signed

CINLibrary/1097133.1

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to:
 Trademark Commission for Trademarks
 2005 Crystal Drive Arlington, Virginia 22202-3513
 on the date indicated below

Rachael High
 Date 9/25/2001

State of California



SECRETARY OF STATE

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

That the attached transcript of 4 page(s) was prepared by and is 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

AUG 30 2001



Bill Jones

Secretary of State

D373491

PAGE 1

672015
OUT

State of Delaware



FILED
In the office of the Secretary of State
of the State of California

BK

DEC 12 1990

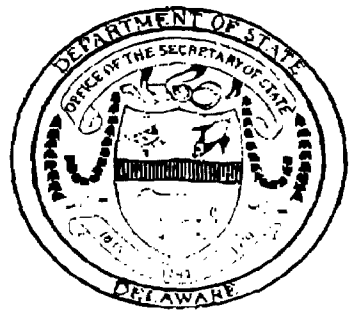
March Fong Eu
MARCH FONG EU, Secretary of State

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF MERGER OF "CRESTVIEW SALES, INC." AND "PERRICONE DISTRIBUTING CO. " AND "ROBERT WIFE INVESTMENTS, INC." CORPORATIONS ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, MERGING WITH AND INTO "APC, INC." A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE UNDER THE NAME OF "AMERICAN PRODUCE COMPANY" AS RECEIVED AND FILED IN THIS OFFICE THE THE THIRD DAY OF DECEMBER, A.D. 1990. AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

1 1 1 1 1 1 1 1 1 1



720337171

Michael Harkins
Michael Harkins, Secretary of State
12875494

AUTHENTICATION:
DATE: 12/04/1990

NOV 23 1998 08:51 AM ST CORP 4 A 13
11/23/98 14:13

KEATING, MUETHING & KLEKAMP

P. 3/4
202

**CERTIFICATE OF MERGER
OF
ROBERT WITT INVESTMENTS, INC.
PERRICONE DISTRIBUTING CO.
CRESTVIEW SALES, INC.**

INTO

APC, INC.

(Under Section 252 of the General
Corporation Law of the State of Delaware)

APC, Inc. hereby certifies that:

- (1) The name and state of incorporation of each of the constituent corporations are:
 - (a) ROBERT WITT INVESTMENTS, INC., a California corporation ("RWI")
PERRICONE DISTRIBUTING CO., a California corporation ("PDC")
CRESTVIEW SALES, INC., a California corporation ("CSI")
 - (b) APC, INC., a Delaware corporation ("APC")
- (2) An agreement of merger has been approved, adopted, certified, executed and acknowledged by RWI, PDC, CSI, and by APC in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware.
- (3) The name of the surviving corporation is APC, INC., which shall herewith be changed to AMERICAN PRODUCE COMPANY, a Delaware corporation.
- (4) The certificate of incorporation of APC shall be the certificate of incorporation of the surviving corporation, except Article First shall be amended to change the name of the corporation to AMERICAN PRODUCE COMPANY.
- (5) The surviving corporation is a corporation of the State of Delaware.
- (6) The executed agreement of merger is on file at the principal place of business of APC at 2060 E. 7th St., Los Angeles, California 90804.
- (7) A copy of the agreement of merger will be furnished by APC, on request and without cost, to any stockholder of RWI, PDC, CSI, or APC.

- 2 -

(B) The authorized capital stock of

- (a) RWI is 7,500 shares of Common Stock, \$10.00 par value;
- (b) PDC is 7,500 shares of Common Stock, \$10.00 par value;
- (c) CSI is 7,500 shares of Common Stock, \$10.00 par value.

IN WITNESS WHEREOF, APC, has caused this certificate to be signed by Donald F. Hickey, its President, and attested by D.A. Coots, its Secretary, on the 28th day of November, 1990.

APC, INC.

By: *D. F. Hickey*
 President

ATTEST:

By: *D. A. Coots*
 Secretary

CH451061



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CA 94257-0541

TAX CLEARANCE CERTIFICATE

February 7, 1991

EXPIRATION DATE: May 15, 1991

WILLIAM S GREGORY
COURT PLAZA BLDG
901 H ST STE 400
SACRAMENTO CA 95814

ISSUED TO: CRESTVIEW SALES INC
Corporate Number 0672015 CS9IX

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid or are secured by bond deposit or other security.

A copy of this Tax Clearance Certificate has been sent to the Office of the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1230 J Street, Sacramento, CA 95814. The telephone number is (916) 445-0620.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

FRANCHISE TAX BOARD

By J. Snyder
Tax Clearance Unit
Special Audit Section
Telephone (916) 369-4124



COPY

F
I
L
E
D
I
N
1
9
9
1