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03-26-2002

Docket No.:

2449-103XX/10103912



102023482

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

1. Name of conveying party(ies):
AMCAL

2-8-02

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

Additional names(s) of conveying party(ies) Yes No

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

Name: **AMCAL, INC.**

Internal Address: _____

Street Address: **2550 Bisso Lane, Building 500**

City: **Concord,** State: **CA** ZIP: **94520**

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

If assignee is not domiciled in the United States, a domestic designation is Yes No
 (Designations must be a separate document from
 Additional name(s) & address(es) Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other **Restated Articles of Incorporation**

Execution Date: **February 28, 1997**

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

A. Trademark Application No.(s)

Additional numbers Yes No

B. Trademark Registration No.(s)

~~1,164,605~~ 1,637,581
~~1,983,063~~
 1,897,491

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

Name: **M. John Carson, Esq.**

Internal Address: **FULBRIGHT & JAWORSKI L.L.P.**

Street Address: **865 S. Figueroa Street**

29th Floor

City: **Los Angeles,** State: **CA** ZIP: **90017**

6. Total number of applications and registrations involved:..... 4

7. Total fee (37 CFR 3.41):.....\$ **\$115.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

50-0337

02/28/2002 GTON11 00000199 500337 1164605

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

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.

M. John Carson, Esq. *[Signature]* **January 23, 2002**

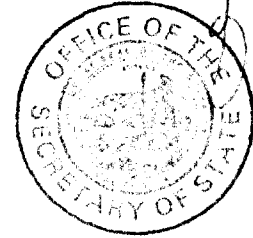
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

State of California



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

That the attached transcript of 2 page(s) was prepared by and in 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

1998



Bill Jones

Secretary of State

NOT

751769

A488840

of

FILED

in the office of the Secretary of State
of the State of California

MAR 11 1997

Bill Jones
BILL JONES, Secretary of State

RESTATED ARTICLES OF INCORPORATION

**OF
AMCAL**

DAVID C. WALBOLT and RACHEL E. WALBOLT certify that:

1. They are the President and Secretary, respectively, of AMCAL, a California corporation (this "corporation").
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ONE: The name of this corporation is:

AMCAL, INC.

TWO: The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business, or the practice of a profession permitted to be incorporated by the California Corporations Code.

THREE: This corporation is authorized to issue only one class of shares of stock, which class is designated Common Stock, \$10.00 par value; the total number of shares which this corporation is authorized to issue is One Million (1,000,000).

FOUR: Each shareholder of the corporation shall be entitled to a full preemptive right, as such rights are defined by law, to subscribe for or purchase his proportional part of any share or securities which may be issued at any time by the corporation.

FIVE: This corporation elects to be governed by all of the provisions of Division 1 of Title 1 of the California Corporations Code (as amended by act of the California Legislature, 1975-1976 regular session, effective January 1, 1977, a defined in Section 2300 of the California General Corporation Law) not otherwise applicable to this corporation under Chapter 23 of said Division 1.

SIX:

Section 1. The liability of directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

Section 2. The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through Bylaw provisions, agreements with agents, vote of shareholders or disinterested directors, or otherwise, to the fullest extent permissible under California law.

Section 3. Any amendment, repeal or modification of any provision of this Article V shall not adversely affect any right or protection of an agent of this corporation existing at the time of such amendment, repeal or modification.

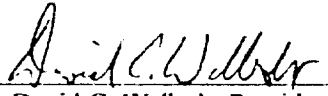
SEVEN: Upon the filing of these Restated Articles of Incorporation with the Secretary of State of the State of California, each issued and outstanding share of this corporation's \$10.00 par value capital stock shall be converted into one share of Common Stock, \$10.00 par value.

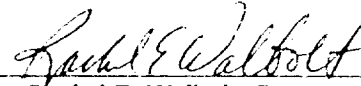
3. The foregoing Restated Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing Restated Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code. The total number of outstanding shares of this corporation's capital stock is 20,000. The number of shares of capital stock voting in favor of the Restated Articles of Incorporation equaled or exceeded the vote required. The percentage vote required was more than 50% of the capital stock.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at Concord, California on February 28, 1997.


David C. Walbolt, President


Rachel E. Walbolt, Secretary

