

1.23.02

02-05-2002



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IN THE UNIT.

MARK OFFICE

Box Assignments
Commissioner of Patents & Trademarks
Washington, D.C. 20231

Sir:

Please record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Safe Foods Corporation

Entity:

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation-State: Arkansas
- Other _____

2. Name and Address of Party(ies) receiving an interest:

Name: Safe Foods Corporation
4801 North Shore Drive
North Little Rock, AR 72118

Entity:

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

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No (The attached document must not be an assignment)

3. Interest conveyed:

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

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
75/694,959	2,432,303

02/04/2002 TDIAZI 00000209 75694959

01 FC:481	40.00 DP
02 FC:482	25.00 DP

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

Mark Rogers
Speed & Rogers, P.A.
1701 Centerview, Suite 125
Little Rock, AR 72211

6. Number of applications and registrations involved: 2

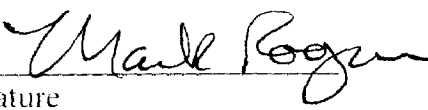
7. Amount of fee enclosed or authorized to be charged: \$ 65.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account): 50-0395. The Commissioner is hereby authorized to charge payment of any underpayment or credit any overpayment to this Deposit Account.

9. Date of execution of attached document (must provide date for each party conveying an interest): September 6, 2000

10. 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.

Executed on: January 3, 2002


Signature _____ Name of Person Signing Mark Rogers

CERTIFICATE OF MAILING

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patents and Trademarks, Washington, D.C. 20231 on 1-3-02.


Mark Rogers
Speed & Rogers, P.A.
1701 Centerview, Suite 125
Little Rock, Arkansas 72211
Telephone: 501.219.2800
Facsimile: 501.219.2879

CERTIFICATE OF MERGER

**SAFE FOODS CORPORATION,
an Arkansas corporation**

INTO

**SAFE FOODS CORPORATION,
a Delaware corporation**

Pursuant to Section 252 of the General
Corporation Law of the State of Delaware

Safe Foods Corporation, a Delaware corporation (Safe Foods-Delaware) and wholly owned subsidiary of Safe Foods Corporation, an Arkansas corporation (Safe Foods-Arkansas), hereby certifies as follows with respect to the merger of Safe Foods-Arkansas into Safe Foods-Delaware (the "Merger"):

FIRST: The names and jurisdictions of incorporation of the constituent corporations to the Merger are Safe Foods Corporation, incorporated under the laws of the State of Arkansas, and Safe Foods Corporation, incorporated under the laws of the State of Delaware.

SECOND: An Agreement and Plan of Merger, dated as of September 6, 2000 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the Merger is "Safe Foods Corporation, a Delaware corporation" (the "Surviving Corporation").

FOURTH: The Certificate of Incorporation and By-laws of Safe Foods-Delaware in effect on the date hereof shall be the certificate of incorporation and by-laws of the Surviving Corporation.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Corporation, 4801 Doyle Venable Drive, North Little Rock, Arkansas 72118. A copy of the Merger Agreement will be furnished by the Surviving Corporation on request and without cost to any stockholder of either constituent corporation.

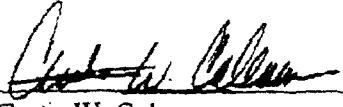
SIXTH: The authorized capital stock of Safe Foods-Arkansas consists of 100,000 shares of a single class of common stock with no par value.

SEVENTH: The Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of Arkansas and this Certificate of Merger with the Secretary of State of Delaware.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Safe Foods-Delaware caused this Certificate of Merger to be executed in its corporate name by its President and Chief Executive Officer as of this 6th day of September, 2000.

SAFE FOODS CORPORATION, a Delaware corporation

By: 
Curtis W. Coleman
President and Chief Executive Officer