

02-22-2002



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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings ⇨ ⇨ ⇨ ▼

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

1. Name of conveying party(ies):
Fieldbrook Acquisition, Inc. 2-6-02
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name of address of receiving party(ies)
Name: Fieldbrook Foods Corporation
Internal
Address: _____
Street Address: One Ice Cream Drive
City: Dunkirk State: NY Zip: 14048
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Delaware
 Other _____
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: January 24, 2002


4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See Attached
B. Trademark Registration No.(s) See Attached
Additional number(s) attached Yes No

FEB - 6 2002

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Amy Span Wergeles
Internal Address: _____
Street Address: Robinson & Cole LLP
280 Trumbull Street
City: Hartford State: CT Zip: 06103

6. Total number of applications and registrations involved: 17
7. Total fee (37 CFR 3.41) \$440.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
18-1685
(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.
Amy Span Wergeles  2/6/02
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

02/22/2002 6TON11 00000027 75980907
01 FC:481 40.00 OP
02 FC:482 400.00 OP

TRADEMARK
REEL: 002447 FRAME: 0253

Section 4 application number(s) or registration number(s) continued:

A. Trademark Application Nos.

75980907

75598530

76338640

B. Trademark Registration Nos.

1806297

1838016

1479120

2508049

2257276

842941

1422149

1423123

1367956

939960

1731410

830274

843310

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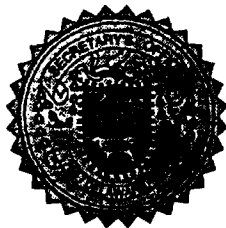
Delaware

PAGE 1

The First State

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 AMENDMENT OF "FIELDBROOK ACQUISITION, INC.", CHANGING ITS NAME FROM "FIELDBROOK ACQUISITION, INC." TO "FIELDBROOK FOODS CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2002, AT 12:15 O'CLOCK P.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1576458

DATE: 01-24-02

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TRADEMARK
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**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
FIELDBROOK ACQUISITION, INC.**

FIELDBROOK ACQUISITION, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

1. This Certificate of Amendment amends the Certificate of Incorporation of the Corporation (the "Certificate of Incorporation") by amending Article 1 to change the name of the Corporation.

2. The text of Article 1 of the Certificate of Incorporation is amended hereby to read as follows:

"1. The name of the corporation is: Fieldbrook Foods Corporation."

3. The foregoing amendment to the Certificate of Incorporation was duly adopted by written consent of the sole stockholder in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

4. This amendment to the Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its President this 24th day of January, 2002.

FIELDBROOK ACQUISITION, INC.

By: Robert N. Reynolds Jr.
Name: Robert N. Reynolds Jr.
Title: President