

04-22-2002



102063198

To the Honorable Commissioner of Pa

attached original documents or copy thereof.

1. Name of conveying party(ies): **OFFICE OF PUBLIC RECORDS**  
 National Sea Products, Incorporated **APR 10 PM 12: 02**

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

**FINANCE SECTION**  
**4-10-02**

Additional name(s) of conveying party(ies) attached?  Yes  No

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

**FINANCE SECTION**  
**APR 10 PM 12: 02**

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other

Execution Date: December 30, 1998

4. Application number(s) or registration number(s):  
 A. Trademark Application No.(s)  
 B. Trademark Registration No.(s)  
1,726,717

Additional number(s) attached  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, 53 State Street  
 City: Boston State: MA Zip: 02109-2881

6. Total number of applications and registrations involved: 1

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. April 10, 2002  
 Name of Person signing Signature Date

Total number of pages include cover sheet, attachments, and document: 9

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

04/22/2002 6TON11 00000030 1726717 01 FC:484 LIBC/1483759.1 065744-104746/1706-160 40.00 DP

State of Delaware  
Office of the Secretary of State

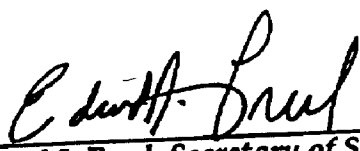
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PAGE 1

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

AUTHENTICATION: 9496832

0507525 8320

DATE: \_\_\_\_\_  
TRADEMARK  
REEL: 002488 FRAME: 0363

Office of the Secretary of State

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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.



  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

0507525 8100

9R1508424

AUTHENTICATION: 9496166

DATE: 12-30-98  
TRADEMARK

REEL: 002488 FRAME: 0364

**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.

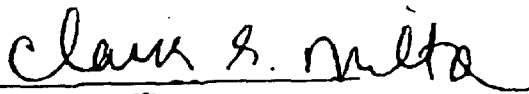
**SECOND:** That thereafter, pursuant to the resolution of its Board of Directors certified to in the preceding paragraph, the proposed amendment as set forth in this Certificate of Amendment of Certificate of Incorporation was duly adopted by written consent of the holders of a majority of the outstanding 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

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.

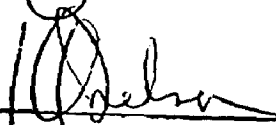
**RESOLVED:** That this Consent may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

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

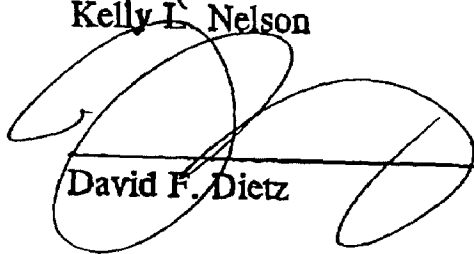
EXECUTED as of this date set forth above.



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.

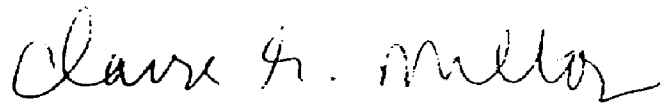
**RESOLVED:** That this Consent may be executed in counterparts, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

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



EXECUTED as of this date set forth above.

NATIONAL SEA PRODUCTS LIMITED

By:   
Claire E. Milton  
Corporate Secretary and Treasurer