Form PTO-1594
(rev 3/1)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U. S. Department of Commerce
Patent and Trademark Office

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

1. Name of conveying party(ies):

LA SALSA HOLDING CO.

___ Individual(s) ___ Association
___ General Partnership ___ Limited Partnership
X Corporation **DELAWARE**
___ Other –

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

2. Name and Address of receiving party(ies)

LA SALSA, INC.
360 SOUTH HOPE AVENUE
SUITE C300
SANTA BARBARA, CA 93105

___ Individual(s) citizenship

___ Association
___ General Partnership
___ Limited Partnership
X Corporation **DELAWARE**
___ Other

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

3. Nature of conveyance:

___ Assignment ___ Merger
___ Security Agreement X Change of Name
___ Other:

Execution Date: July 15, 1999

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

A. Trademark Application No(s).

B. Trademark Registration No(s).

2025808

Additional numbers attached? ___ Yes X No

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

Laura Bailyn, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036

6. Total number of applications/registrations involved: 1

7. Total fee (37 CFR 3.41) $40

X All fees and any deficiencies are authorized to be charged to Deposit Account
(Our Ref. 071610/84)

8. Deposit Account No. 19-2385

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.

Laura Bailyn	Laura B.	July 22, 2002
Name	Signature	Date

Total number of pages including cover sheet, attachments, and document: 3

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 07/15/1999
991292834 – 2285996

CERTIFICATE OF MERGER
OF
LA SALSA MERGER, INC.,
a Delaware corporation
INTO
LA SALSA HOLDING CO.,
a Delaware corporation

LA SALSA HOLDING CO., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), in lieu of filing the Merger Agreement required by Section 251 of the DGCL, does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations participating in the merger herein certified is as follows:

Name	State of Incorporation
LA SALSA MERGER, INC.	Delaware
LA SALSA HOLDING CO.	Delaware

SECOND: An Agreement and Plan of Reorganization, dated as of June 8, 1999 (the "Merger Agreement"), has been approved, adopted, certified, executed and acknowledged by each of the aforementioned constituent corporations in accordance with Section 251 of the DGCL.

THIRD: The name of the surviving corporation in the merger herein certified is LA SALSA HOLDING CO.

FOURTH: The Certificate of Incorporation of LA SALSA HOLDING CO., as now in effect, except that the name of LA SALSA HOLDING CO. shall be amended to change the name in Article 1 to be: LA SALSA, INC. (the "surviving corporation"), shall, continue to be the Certificate of Incorporation of said surviving corporation until it is amended further pursuant to the applicable provisions of the DGCL.

FIFTH: That the merger shall be effective upon filing of this Certificate of Merger.

SIXTH: The executed Merger Agreement is on file at the office of the surviving corporation, located at 3916 State Street, Suite 3000, Santa Barbara, CA 93105.

SEVENTH: A copy of the aforementioned Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

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IN WITNESS WHEREOF, La Salsa Holding Co. has caused this Certificate to be duly executed by an authorized person (within the meaning of the Delaware General Corporation Law, as amended) this 15th day of July, 1999.

LA SALSA HOLDING CO.,
a Delaware corporation

By: _____
Charles Lynch, Chairman