

07-03-2002

Form PTO-1594 (Rev. 03/01) OMB No. 065-0027 (exp. 5/31/2002) Tab settings

RE



102143756

U.S. DEPARTMENT OF COMMERCE U.S. 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):

LAURA TODD OF AMERICA

6-26-02

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

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

2. Name and address of receiving party(ies)

Name: ANDRE-BOUDIN BAKERIES, INC.

Internal Address:

Street Address: 132 Hawthorne Street

City: San Francisco State: CA Zip: 94107

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State California 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: 11-29-2001

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1434132

Additional number(s) attached Yes No

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

Name: Anthony P. Vecino

Internal Address:

c/o Coblenz, Patch, Duffy & Bass LLP

Street Address: 222 Kearny Street, 7th Floor

City: San Francisco State: CA Zip: 94108-4510

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:

50-1989

DO NOT USE THIS SPACE

9. Signature.

Anthony P. Vecino, Attorney for Receiving Party

Signature

6/25/2002 Date

Name of Person Signing

4

07/03/2002 LMJELLER 0000058 501989 1434132

01 FC:481 40.00 CH

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

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

TRADEMARK REEL: 002536 FRAME: 0887

CERTIFICATE OF OWNERSHIP

DEC 31 2001

BILL JONES, Secretary of State

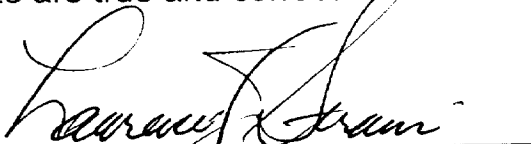
Laurence J. Strain and Eric L. Mersch certify that:


1. They are the President and the Secretary, respectively of Andre-Boudin Bakeries, Inc., a California corporation.
2. This corporation owns all the outstanding shares of Laura Todd of America, a California corporation.
3. This corporation owns all the outstanding shares of Steve's Drayage, a California corporation.
4. This corporation owns all the outstanding shares of Gelsi, Inc., a California corporation.
5. The Board of Directors of this corporation duly adopted the following resolution:

RESOLVED, that this corporation merge Laura Todd of America, Steve's Drayage and Gelsi, Inc., all its wholly-owned subsidiary corporations, into itself and assume all their obligations pursuant to Section 1110 of the California Corporations Code.

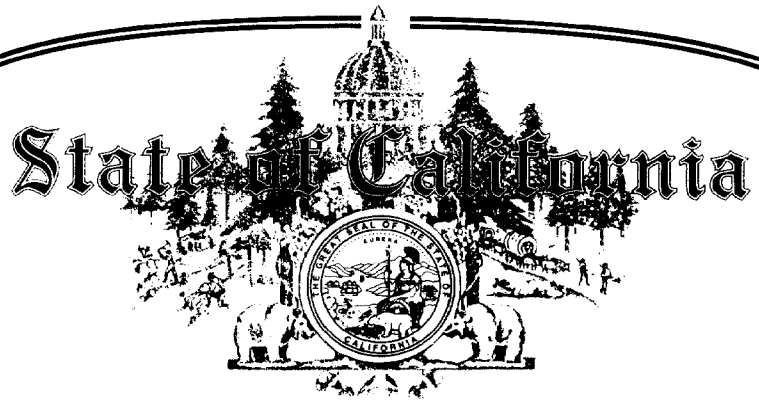
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 11/29, 2001


 Laurence J. Strain, Its President


 Eric L. Mersch, Its Secretary



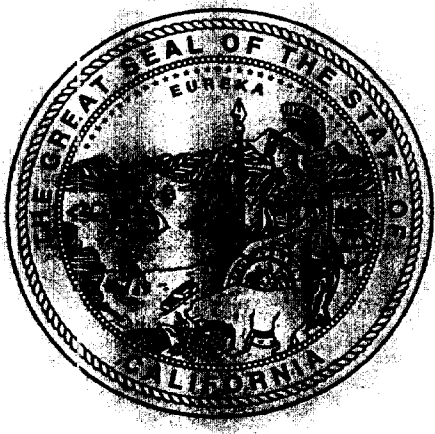


SECRETARY OF STATE

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

That the attached transcript of 1 page(s) has been compared with the record on file in this office, 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 day of



JAN 13 2002

Bill Jones

Secretary of State