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12-03-2002



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

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): Flax & Rosenfield Enterprises, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [X] Corporation-State California [] Other Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies) Name: LA Foodshow, Inc. Internal Address: Street Address: 16830 Ventura Blvd., Suite 300 City: Encino State: CA Zip: 91436 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [X] 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 [X] Change of Name [] Other Execution Date:

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/367807, 76/404981 B. Trademark Registration No.(s) Additional number(s) attached [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: William A. Finkelstein, Esq. Internal Address: Street Address: c/o Alschuler Grossman Stein & Kahan 1620 26th Street, Fourth Floor, North Tower City: Santa Monica State: CA Zip: 90404

6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41).....\$ 65.00 [X] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number: (Attach duplicate copy of this page if paying by deposit account)

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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. Tammy Long Name of Person Signing Signature Date November 18, 2002

Total number of pages including cover sheet, attachments, and document: 4

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

12/02/2002 DWELLER 00000168 76367807 01 FC:8521 40.00 OP 02 FC:8522 25.00 OP

TRADEMARK REEL: 002625 FRAME: 0775



SECRETARY OF STATE

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

That the attached transcript of 2 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

AUG 08 2002

Bill Jones

Secretary of State



ENDORSED - FILED
in the office of the Secretary of State
of the State of California

AUG 01 2002

BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
FLAX & ROSENFELD ENTERPRISES, INC.

The undersigned, Larry Flax and Richard Rosenfield, do hereby certify that:

1. They are the President and Secretary, respectively, of FLAX & ROSENFELD ENTERPRISES, INC., a California corporation.
2. Article I of the Articles of Incorporation is hereby amended to read in full as follows:

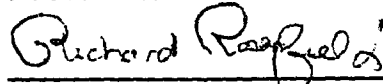
|

The name of this corporation is LA Foodshow, Inc.

3. This amendment to the Articles of Incorporation has been duly approved by the board of directors of the corporation.
4. The amendment herein set forth has been duly approved by the shareholders holding 100% of the outstanding shares of the corporation. The corporation has one class of shares designated Common Stock and the number of shares outstanding and entitled to vote with respect to this amendment is 1,000.




Larry Flax
President



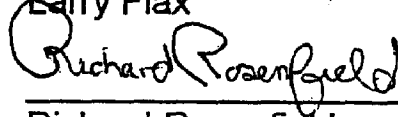
Richard Rosenfield
Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct.

Executed at Los Angeles, California on July 24, 2002.



Larry Flax



Richard Rosenfield

