

01-29-2003

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

1-6-03 RECORD
TRAD



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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):
Strawberry Enterprises, Inc.

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

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

2. Name and address of receiving party(ies):

Name: **Shari's Berries International, Inc.**
Address: **10030 Foothills Boulevard, Suite 100**
City: **Roseville State: California Zip: 95747-7102**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation - **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) and address(es) attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **February 1, 2002**

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

A. Trademark Application No.(s)
76/242222

Additional number(s) attached Yes No

B. Trademark Registration No.(s):

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

Name: **Michelle R. Harbottle, Esq.**
Address: **400 Hamilton Avenue**
City: **Palo Alto State: California Zip: 94301-1833**

6. Total number of applications and registrations involved: **1**

7. Total Fee (37 CFR 3.41) **\$ 40**

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account Number:
07-1907

(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.

Michelle R. Harbottle

January 6, 2003
Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments

Washington, D.C. 20231

01/28/2003 LNUELLER 00000117 071907 76242222
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**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
STRAWBERRY ENTERPRISES, INC.**

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

FEB 01 2002

BILL JONES, Secretary of State

The undersigned certify that:

1. He is the **President and the Chief Financial Officer**, respectively, of Strawberry Enterprises, Inc., a California corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

"1

The name of this corporation is Shari's Berries International, Inc."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 11,621,487. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

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.

STRAWBERRY ENTERPRISES, INC.

February 1, 2002


Kevin Beresford, President

February 1, 2002


Kevin Beresford, Chief Financial Officer

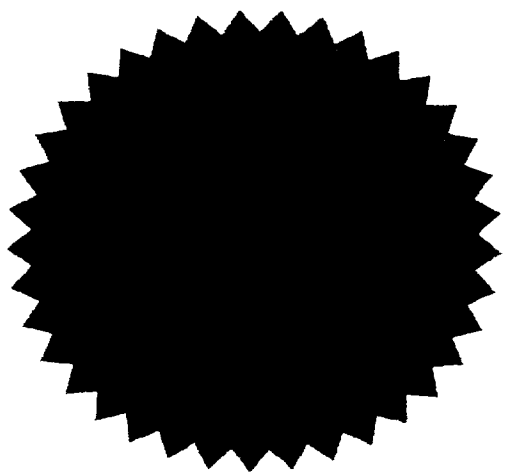




SECRETARY OF STATE

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

FEB 09 2002

Secretary of State