FORM PTO-1594 1-31-92	03-19	-200.3 U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office
	R	ET .
102393951		
To the Honorable Commissioner of Patents and Trademarks: Please record the anached original documents or copy thereof.		
Name of conveying party(ies): Yves Veggie Cuisine, Inc. 1638 Derwent Way Delta, British Columbia V3M 6R9 Canada	3.14.03	Name and address of receiving party(ies): Name: <u>Hain-Celestial Canada, ULC</u> Internal Address:
[] Individual(s) [] General Partnership [X_] Corporation - Canada [] Other	[_] Association [_] Limited Partnership	Street Address: 1638 Derwent Way City: Delta State: British Columbia ZIP: V3M 6R9
Additional name(s) of conveying party(ies) attached? [_] Yes [X] No		
3. Nature of conveyance: [Assignment		Individual(s) citizenship Association General Partnership Limited Partnership X] Corporation - Province of Nova Scotia Other
Execution Date: July 1, 2002		If assignee is not domiciled in the United States, a domestic representative designation is attached: [X] Yes [] No (Designations must be a separate document from Assignment Additional name(s) and address(es) attached? [] Yes [X] No
 Application number(s) or registre A. Trademark Application No.(s) 76/175,423 75/928,482 	B. Trademark Registr 2,657,511 2,545,439	ration No.(s) 2,568,932 Ched? [] Yes [X] No
5. Name and address of party to whom correspondence concerning document should be mailed: 6. Total number of applications and registrations involved: [5]		
Name: Robert W. Smith		7. Total Fee (37 CFR 3.41): \$\frac{140.00}{2}\$
Internal Address: McCarter & English, LLP 4 Gateway Center		[] Enclosed [X_] Authorized to be charged to deposit account
Street Address: 100 Mulberry City: Newark State:		8. Deposit account number: 9
8/2003 LMELLER 00000274 501402 76175423 DO NOT USE THIS SPACE C18521 40.00 CH C18522 100.00 CM		
9. Statement and Signature.		
To the best of your knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.		
Robert W. Smith Name of Person Sig	gning Signature	March 14, 2003 Date Total number of pages comprising cover sheet: [3]

TRADEMARK REEL: 002693 FRAME: 0816



CERTIFICATE OF AMALGAMATION

Companies Act

Registry Number

3068508

I hereby certify that

HAIN-CELESTIAL CANADA, ULC

3057663 NOVA SCOTIA LIMITED

YVES VEGGIE CUISINE (ALTA) INC.

YVES FINE FOODS, INC.

YVES VEGGIE CUISINE INC.

having entered into an amalgamation subsequently approved by Order of the Supreme Court of Nova Scotia, have amalgamated and the name of the amalgamated company is:

HAIN-CELESTIAL CANADA, ULC

and the amalgamation is approved by the Registrar of Joint Stock Companies effective this date and the liability of the members is unlimited.

Deputy Registrar of Joint Stock Companies

July 1, 2002

Date of Amalgamation

RECORDED: 03/14/2003

TRADEMARK REEL: 002693 FRAME: 0817