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RECORDATIC TRADE...



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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):

Galaxy Foods Company

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

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

2. Name and address of receiving party(ies)

Name: Galaxy Nutritional Foods, Inc.

Internal Address:

Street Address: 2441 Viscount Row

City: Orlando State: FL Zip: 32809

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Delaware 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: 11/17/00

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,745,941

Additional number(s) attached Yes No

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

Name: Jill S. Riola

Internal Address:

Street Address: 200 South Orange Avenue Suite 2300

City: Orlando State: FL Zip: 32801

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:

DO NOT USE THIS SPACE

9. Signature

Cindy M. Holcomb Name of Person Signing

Cindy M. Holcomb Signature

3/13/03 Date

Total number of pages including cover sheet, attachments, and document 5

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

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TRADEMARK REEL: 002723 FRAME: 0974

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 11/16/2000  
001577707 - 2126268

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
GALAXY FOODS COMPANY

Galaxy Foods Company, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said Corporation pursuant to a unanimous written consent dated as of May 10, 2000, adopted the following resolution:

RESOLVED, that the Board of Directors of this Corporation hereby declares it advisable and in the best interest of the Corporation that Article First of the Certificate of Incorporation be amended to read as follows:

First: The name of the Corporation shall be "Galaxy Nutritional Foods, Inc."

SECOND: That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote in accordance with the provisions of Section 211 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with Sections 211 and 242 of the General Corporation Law of the State of Delaware.

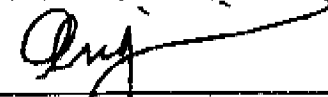
FOURTH: That the aforesaid amendment shall become effective on November 17, 2000.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Angelo S. Morini, its President, and attested to by Cynthia L. Hunter, its Secretary, this 16<sup>th</sup> day of November, 2000.

ATTEST:

  
Cynthia L. Hunter, Secretary

GALAXY FOODS COMPANY

By:   
Angelo S. Morini, President

*State of Delaware*  
**Office of the Secretary of State**

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PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "GALAXY FOODS COMPANY", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "GALAXY NUTRITIONAL FOODS, INC.", THE SIXTEENTH DAY OF NOVEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SEVENTEENTH DAY OF NOVEMBER, A.D. 2000.



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

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AUTHENTICATION: 0934909

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DATE: 01-25-01

RECORDED: 09/29/2003

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