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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

5-21-03 RE: 1

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Galaxy Cheese Company

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

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

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date:

2. Name and address of receiving party(ies)

Name: Galaxy Nutritional Foods, Inc. 21

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1272946, 1299683

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: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- 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

5/19/03
Date

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

06/06/2003 LABELLER 00000000 1272946

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

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06 FEB 2004

TRADEMARK REEL: 002748 FRAME: 0016

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
GALAXY CHEESE COMPANY

Galaxy Cheese 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 adopted a resolution on December 10, 1991 setting forth and declaring advisable that Article FIRST of the Corporation's Certificate of Incorporation be amended so that, as amended, it shall read in its entirety as follows:

"FIRST. The name of the corporation is Galaxy Foods Company."

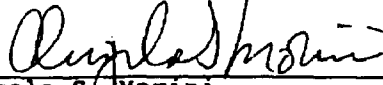
SECOND. That the stockholders of the Corporation duly adopted the above resolution with the necessary number of shares as required by statute being voted in favor of such adoption at the Annual Meeting of Stockholders of the Corporation held on January 31, 1992.

THIRD. That this Certificate of Amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Galaxy Cheese Company has caused this certificate to be signed by Angelo S. Morini, President, and attested to by Robert T. Barletta, Secretary, this 20th day of February, 1992.


GALAXY CHEESE COMPANY

By:


Angelo S. Morini
President

[SEAL]

ATTEST:


Robert T. Barletta
Secretary

207KJC4041/1.AE8

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.

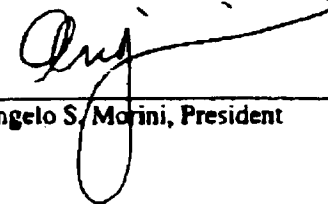
IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Angelo S. Morini, its President, and attested to by Cynthia L. Hunter, its Secretary, this 16th day of November, 2000.

ATTEST:



Cynthia L. Hunter, Secretary

GALAXY FOODS COMPANY

By: 

Angelo S. Morini, President