

09-15-2003

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

RE



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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): O Brand Acquisition Corp. Four Gatehall Drive, Suite 110 Parsippany, NJ 07054

2. Name and address of receiving party(ies) Name: Ortega Holdings Inc. Internal Suite 110 Address:

Street Address: Four Gatehall Drive City: Parsippany State: NJ Zip: 07054

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

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

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

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: August 26, 2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) See attachment A

B. Trademark Registration No.(s) See attachment B

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Glenn A. Gundersen Internal Address: 4000 Bell Atlantic Tower Street Address: 1717 Arch Street City: Philadelphia State: PA Zip: 19103-2793

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41) \$ 440.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 04-0475 (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. Terence A. Dixon Signature Date 9/8/03

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

09/12/2003 ECOOPER 00000110 040475 76098964 01 FC:8521 40.00 BA 02 FC:8522 400.00 BA

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

TRADEMARK REEL: 002823 FRAME: 0969

ATTACHMENT A
APPLICATIONS

<u>TRADEMARK</u>	<u>SERIAL. NO.</u>	<u>DATE FILED</u>
A FIESTA OF FLAVOR	76/098,964	Jul 27 2000
A FIESTA OF FLAVOR IN YOUR FREEZER	76/098,963	Jul 27 2000

ATTACHMENT B**REGISTRATIONS**

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>ISSUE DATE</u>
MEXICAN MEALS MADE EASY	2,263,248	Jul 20 1999
MEXICAN MEALS MADE EASY	2,269,133	Aug 10 1999
ORTEGA	2,013,197	Nov 5 1996
ORTEGA	1,883,777	Mar 14 1995
ORTEGA	1,865,107	Nov 29 1994
ORTEGA	1,049,767	Oct 5 1976
ORTEGA	724,887	Dec 5 1961
ORTEGA	607,388	Jun 14 1955
ORTEGA	2,127,230	Jan 6 1998
ORTEGA	2,241,950	Apr 27 1999
ORTEGA	2,165,889	Jun 16 1998
ORTEGA AND DESIGN	2,269,159	Aug 10 1999
ORTEGA AND DESIGN (with Blue Sunburst)	2,269,212	Aug 10 1999
ORTEGA AND DESIGN (with Sunburst)	2,269,160	Aug 10 1999
ORTEGA BOTTLE DESIGN	2,460,967	Jun 19 2001

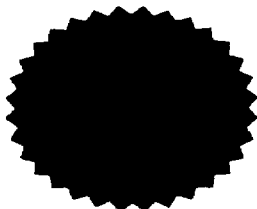
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "O BRAND ACQUISITION CORP.", CHANGING ITS NAME FROM "O BRAND ACQUISITION CORP." TO "ORTEGA HOLDINGS INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2003, AT 5 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3686830 8100

030555089

AUTHENTICATION: 2602664

DATE: 08-27-03

TRADEMARK
REEL: 002823 FRAME: 0972

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:00 PM 08/26/2003
FILED 05:00 PM 08/26/2003
SRV 030555089 - 3686830 FILE

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
O BRAND ACQUISITION CORP.**

O BRAND ACQUISITION CORP., 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 by Written Consent of the Sole Director of the Corporation dated as of August 25, 2003, a resolution was duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and directing that the proposed amendment be considered by the sole stockholder of the Corporation. The resolution setting forth the amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing Article I thereof so that, as amended, said Article shall be read as follows:

"1: Name. The name of the corporation is Ortega Holdings Inc. (the "Corporation")."

SECOND: That thereafter, pursuant to the resolution of the Sole Director, the proposed amendment was approved by the sole stockholder of the Corporation by Written Consent of the Sole Stockholder of the Corporation dated as of August 25, 2003.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by David L. Wenner, its Secretary, this 25th day of August, 2003.

O BRAND ACQUISITION CORP.

By: 
Name: David L. Wenner
Title: Secretary