

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	MERGER
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LAWLER FOODS, INC.		07/26/1999	CORPORATION: TEXAS

RECEIVING PARTY DATA	
Name:	LAWLER FOODS, INC.
Street Address:	88 South "E" Street
City:	Virginia City
State/Country:	NEVADA
Postal Code:	89440
Entity Type:	CORPORATION: NEVADA

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2145193	CHOCOLATE ERUPTION

CORRESPONDENCE DATA	
Fax Number:	(214)200-0853
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	713-547-2416
Email:	ipdocketing@haynesboone.com
Correspondent Name:	Rita M. Irani c/o Haynes and Boone, LLP
Address Line 1:	901 Main Street
Address Line 2:	Suite 3100
Address Line 4:	Dallas, TEXAS 75202

ATTORNEY DOCKET NUMBER:	23943.26
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NAME OF SUBMITTER:	Rita M. Irani
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Total Attachments: 11
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The State of Texas

SECRETARY OF STATE CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

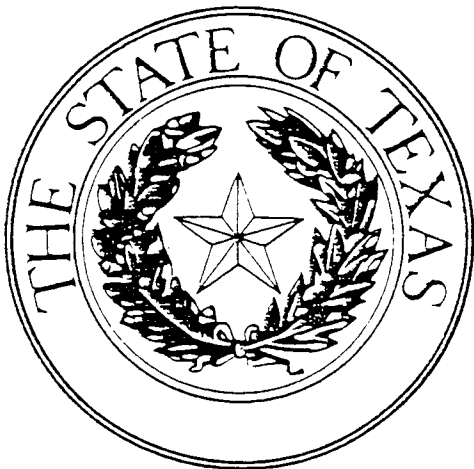
LAWLER FOODS, INC.
A Texas corporation
with
LAWLER FOODS, INC.
A Nevada no permit entity

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed JULY 28 1999

Effective JULY 30 1999 11:59PM

jk



Elton Berger
Secretary of State
TRADEMARK
REEL: 002921 FRAME: 0865

ARTICLES OF MERGER
OF DOMESTIC CORPORATIONS

FILED
In the Office of the
Secretary of State of Texas

JUL 28 1999

CORPORATIONS SECTION

Pursuant to the provisions of Article 92A of the Nevada Revised Statutes and Article 5.04 of the Texas Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of Article 92A of the Texas Revised Statutes and Article 5.01 of the Texas Business Corporation Act.

1. A Plan of Merger adopted in accordance with the provisions of Article 92A.130 of the Nevada Revised Statutes and Article 5.04 of the Texas Business Corporation Act providing for the combination of LAWLER FOODS, INC., a Texas corporation, and LAWLER FOODS, INC., a Nevada corporation, and resulting in LAWLER FOODS, INC., a Nevada corporation, being the surviving corporation, continuing under the name LAWLER FOODS, INC., is attached hereto as Exhibit A and is hereby incorporated herein by reference.

2. The name of each of the undersigned corporations, the type of such corporations and the laws under which such corporations were organized are:

<u>Name of Corporation</u>	<u>Type of Entity</u>	<u>State</u>
Lawler Foods, Inc. (a Texas corporation)	Business Corporation	Texas
Lawler Foods, Inc. (a Nevada corporation)	Business Corporation	Nevada

3. As to each of the undersigned corporations, the approval of whose shareholders is required, the number of outstanding shares of each class or series of stock of such corporation entitled

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class or Series</u>	<u>Number of Shares Entitled to Vote Class of Series</u>
Lawler Foods, Inc.. (a Texas corporation)	<u>10,000</u>	Common Stock	<u>10,000</u>
Lawler Foods, Inc. (a Nevada corporation)	<u>10,000</u>	Common Stock	<u>10,000</u>

4. As to each of the undersigned domestic corporations, the approval of whose shareholders is required, the number of shares, not entitled to vote only as a class, voted for and against the Plan of Merger, respectively, and, if the shares of any class or series are entitled to vote as a class, the number of shares of each such class or series voted for and against the Plan of Merger, are as follows:

Name of Corporation	Total Voted For	Total Voted Against	Series	Number of Shares Entitled to Vote as a Class or Series	
				Voted For	Voted Against
Lawler Foods, Inc. (a Texas corporation)	10,000	0	Common	10,000	0
Lawler Foods, Inc.. (a Nevada corporation)	10,000	0	Common	10,000	0

5. The Plan of Merger and the performance of its terms were duly authorized by all actions required by the laws under which each corporation that is party to the Plan of Merger was incorporated and by its constituent documents.

6. The merger will become effective at 11:59 p.m. on July 30, 1999, in accordance with the provisions of Article 92A.240 of the Nevada Revised Statutes and Article 10.03 of the Texas Business Corporation Act.

Dated July 26, 1999.

LAWLER FOODS, INC.
(a Nevada corporation)

By: Carol M. Lawler
Carol M. Lawler, President

By: Carol M. Lawler
Carol M. Lawler, Secretary

LAWLER FOODS, INC.
(a Texas corporation)

By: Carol M. Lawler
Carol M. Lawler, President

By: Carol M. Lawler
Carol M. Lawler, Secretary

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger dated July 23, 1999, and effective as of 11:59 p.m. on July 30, 1999 in accordance with the provisions of Article 10.03 of the Texas Business Corporation Act and Article 92A.240 of the Nevada Revised Statutes, pursuant to Article 5.01 of the Texas Business Corporation Act and Article 92A of the Nevada Revised Statutes, by and between LAWLER FOODS, INC., a Texas corporation ("Lawler-Texas"), and LAWLER FOODS, INC., a Nevada corporation ("Lawler-Nevada").

WITNESSETH:

WHEREAS, the respective Boards of Directors of Lawler-Nevada and Lawler-Texas deem it advisable and in the best interests of Lawler-Nevada and Lawler-Texas, respectively, that Lawler-Texas be merged with and into Lawler-Nevada in a transaction intending to be tax-free pursuant to 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, as authorized by the statutes of the State of Texas and the State of Nevada under and pursuant to the terms and conditions hereinafter set forth, and each such Board of Directors has duly approved this Plan and Agreement of Merger (the "Plan");

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the parties hereto have agreed and do hereby agree, subject to the approval or adoption of this Plan by the requisite vote of the shareholders of Lawler-Nevada and Lawler-Texas, respectively, as follows:

ARTICLE I

Merger and Name of Surviving Corporation

At the Effective Time of the Merger, as hereinafter defined, (a) Lawler-Texas shall be merged with and into Lawler-Nevada, with Lawler-Nevada as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"), (b) the Surviving Corporation shall maintain its corporate existence as a Nevada corporation and shall be governed by the laws of the State of Nevada, and (c) the Surviving Corporation shall continue under the name "LAWLER FOODS, INC." and shall maintain its registered office in the State of Nevada at 88 South "E" Street, Virginia City, Nevada 89440.

ARTICLE II

Terms and Conditions of Merger

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

(a) At the Effective Time of the Merger (as hereinafter defined):

(1) Lawler-Nevada and Lawler-Texas shall be a single Nevada corporation which shall be Lawler Foods, Inc., a Nevada corporation, continuing under the name "Lawler Foods, Inc.," the corporation designated herein as the Surviving Corporation.

(2) The separate existence of Lawler-Texas shall cease.

(3) The Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of

Lawler-Texas, and all and singular, the rights, privileges, powers, and franchises of Lawler-Texas, and all property, real, personal, and mixed, including partnership interests, and all debts due to Lawler-Texas on whatever account, as well for stock subscriptions as all other things in action or belonging to Lawler-Texas shall be vested by operation of law in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of Lawler-Texas, and the title to any real estate vested by deed or otherwise in Lawler-Texas shall not revert or be in any way impaired by reason of the merger; but all rights of creditors and all liens upon any property of Lawler-Texas shall be preserved unimpaired, and all debts, liabilities, and duties of Lawler-Texas shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by the Surviving Corporation.

(4) All corporate acts, plans, policies, contracts, approvals, and authorizations of Lawler-Texas and its respective shareholders, Boards of Directors, committees elected or appointed by the Board of Directors, officers, and agents, which were valid and effective immediately prior to the Effective Time of the Merger shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Lawler-Texas. The employees of Lawler-Texas shall become the employees of the Surviving Corporation.

(5) The assets, liabilities, reserves, and accounts of Lawler-Texas shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of Lawler-Texas subject to such adjustments or eliminations of intercorporation items as may be appropriate in giving effect to the merger.

(b) The directors and principal officers of the Surviving Corporation from and after the Effective Time of the Merger shall be as follows:

<u>Name</u>	<u>Position</u>
Carol M. Lawler	President, Secretary, and Director
William L. Lawler	Executive Vice President, Treasurer and Director
Steve M. Kempa	Vice President
Aurelio Jaramillo	Vice President
Wendy L. Lawler	Director
Michael D. Lawler	Vice President and Director

If, at the Effective Time of the Merger, any person designated above as a director or officer of the Surviving Corporation shall fail or be unable to serve, the vacancy created thereby in such office shall be filled in the manner provided by the bylaws of the Surviving Corporation.

ARTICLE III

Manner and Basis of Converting Shares

The manner and basis of converting the shares of Lawler-Texas into shares of the Surviving Corporation and the mode of carrying the merger into effect are as follows:

(a) Lawler-Texas Shareholder. Lawler-Texas has outstanding one class of stock, consisting of common stock. Lawler-Texas has five (5) shareholders. At the Effective Time, the common stock shareholders of Lawler-Texas will exchange each share of common stock in Lawler-Texas for shares of the common stock of the Surviving Corporation on the following basis:

in exchange for each share of common stock of Lawler-Texas outstanding, the common stock shareholder of Lawler-Texas shall receive one (1) share of the authorized \$.10 par value common stock of the Surviving Corporation.

(b) Lawler-Nevada Shareholders. Lawler-Nevada has outstanding one class of stock, consisting of common stock. Lawler-Nevada has five (5) common stock shareholders. At the Effective Time of the Merger, the common stock shareholders of Lawler-Nevada will retain their respective shares of Lawler-Nevada common stock.

(c) All capital stock of Lawler-Texas will be canceled and returned as of the Effective Time of the Merger, and the shares of the Surviving Corporation shall be issued as of the Effective Time of the Merger.

(d) The Articles of Incorporation of Lawler-Nevada as in effect as of the Effective Time of the Merger, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation and shall not be changed or amended by the merger

(e) The bylaws of Lawler-Nevada as such bylaws exist of the Effective Time of the Merger, shall remain and be the bylaws of the Surviving Corporation until altered, amended, repealed, or until new bylaws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

ARTICLE IV

Other Provisions with Respect to Merger

(a) This Plan shall be submitted to the shareholders of Lawler-Nevada and Lawler-Texas as provided by the applicable laws of the State of Texas and the State of Nevada. After the approval or adoption thereof by the shareholders of Lawler-Nevada and Lawler-Texas in accordance with the requirements of the laws of the State of Texas and the State of Nevada, all required

documents shall be executed, filed, and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of the State of Texas and the State of Nevada.

(b) This Plan may be terminated at any time prior to the Effective Time of the Merger, whether before or after action thereon by the shareholders of Lawler-Nevada and Lawler-Texas, by unanimous consent of Lawler-Nevada and Lawler-Texas, respectively, expressed by action of their respective Boards of Directors.

(c) The Surviving Corporation, from and after the Effective Time of the Merger, agrees that it may be sued and served with process in the State of Nevada in any proceeding for the enforcement of any obligation of Lawler-Texas.

ARTICLE V

Approval and Effective Time of the Merger

(a) The merger shall become effective at 11:59 P.M. on July 30, 1999, in accordance with the provisions of Article 10.03 of the Texas Business Corporation Act and Article 92A.240 of the Nevada Revised Statutes, as long as the following actions shall have been taken:

(1) This Plan shall be adopted and approved on behalf of both Lawler-Nevada and Lawler-Texas in accordance with the Texas Business Corporation Act and the Nevada Revised Statutes;

(2) Articles of Merger (with this Plan attached as a part thereof), setting forth the information required by, and executed in accordance with, the Texas Business Corporation Act and Nevada Revised Statutes, shall be filed in and received by the office of the Secretary of State of the State of Texas and the office of the Secretary of State of Nevada;

(3) The Secretary of State of the State of Texas and the Secretary of State of the State of Nevada shall issue Certificates of Merger (the particular time and date at which such filing and recording shall be accomplished being herein referred to as the "Effective Time of the Merger").

(b) If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurance in law or other action is necessary or desirable to vest, perfect, or confirm of record, or otherwise, in the Surviving Corporation the title to any property or rights of Lawler-Texas acquired or to be acquired by or as a result of the merger, the proper officers and directors of the Lawler-Nevada, Lawler-Texas and the Surviving Corporation, respectively, shall be and they hereby are severally and fully authorized to execute and deliver such deeds, assignments, and assurances in law and take such other action as may be necessary or proper in the name of the Lawler-Nevada, Lawler-Texas or the Surviving Corporation to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purposes of this Plan.

(c) For the convenience of the parties and to facilitate the filing and recording of this Plan, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument.

(d) This Plan and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Texas.

(e) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

IN WITNESS WHEREOF, Lawler-Nevada and Lawler-Texas each has caused this Plan to be signed by its respective President and Secretary pursuant to authorization contained in resolutions adopted by their Board of Directors approving this Plan, all on the date first above written.

LAWLER FOODS, INC., a Texas corporation

By: Carol M. Lawler
Carol M. Lawler, President

By: Carol M. Lawler
Carol M. Lawler, Secretary

LAWLER FOODS, INC., Nevada corporation

By: Carol M. Lawler
Carol M. Lawler, President

By: Carol M. Lawler
Carol M. Lawler, Secretary