

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ZOUP! FRESH SOUP COMPANY		03/09/2001	CORPORATION: MICHIGAN

RECEIVING PARTY DATA	
Name:	ZOUP! OLD CO.
Street Address:	23231 Woodward Avenue
City:	Ferndale
State/Country:	MICHIGAN
Postal Code:	48220
Entity Type:	CORPORATION: MICHIGAN

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Registration Number:	2797972	ZOUP!

CORRESPONDENCE DATA	
Fax Number:	(248)358-3351
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(248) 358-4400
Email:	cbaunoch@brookskushman.com
Correspondent Name:	Robyn S. Lederman
Address Line 1:	1000 Town Center, 22nd Floor
Address Line 4:	Southfield, MICHIGAN 48075-1238

ATTORNEY DOCKET NUMBER:	ZOUP 0102 TUS
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NAME OF SUBMITTER:	Robyn S. Lederman
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Total Attachments: 3 source=zoupold1#page1.tif source=zoupold2#page1.tif source=zoupold3#page1.tif

CH \$40.00 2797972

Michigan Department of Consumer and Industry Services

Filing Endorsement

This is to Certify that the CERTIFICATE OF AMENDMENT - CORPORATION

for

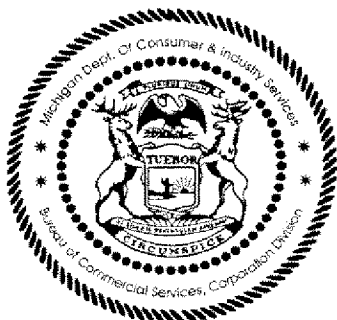
ZOUP! OLD CO.

ID NUMBER: 501514

received by facsimile transmission on March 14, 2001 is hereby endorsed

Filed on March 14, 2001 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 14th day of March, 2001.

A handwritten signature in black ink, appearing to read "Andrew G. Mitchell".

, Director

Bureau of Commercial Services

C&S 515 (Rev.10/00)

MICHIGAN DEPARTMENT OF CONSUMER & INDUSTRY SERVICES BUREAU OF COMMERCIAL SERVICES	
Date Received	(FOR BUREAU USE ONLY)
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.
Name Robert B. Nathan, Esq.	
Address 29100 Northwestern Hwy., Suite 260	
City	State Zip Code
Southfield	Michigan 48034
EFFECTIVE DATE:	

Document will be returned to the name and address you enter above.
If left blank document will be mailed to the registered office.

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Profit and Non-Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:	Zoup! Fresh Soup Company
2. The identification number assigned by the Bureau is:	501-514

3. Article <u> 1 </u> of the Articles of Incorporation is hereby amended to read as follows:
The name of the Corporation is: Zoup! Old Co.

COMPLETE ONLY ONE OF THE FOLLOWING:

4. (For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.)

The foregoing amendment to the Articles of Incorporation were duly adopted on the _____ day of _____, _____ in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed this _____ day of _____,

_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Signature)	_____ (Signature)
_____ (Type or Print Name)	_____ (Type or Print Name)

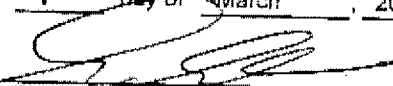
5. (For profit and nonprofit corporations whose Articles state the corporation is organized on a stock or on a membership basis.)

The foregoing amendment to the Articles of Incorporation were duly adopted on the _____ day of March _____, 2001 by the shareholders if a profit corporation, or by the shareholders or members if a nonprofit corporation (check one of the following)

- at a meeting the necessary votes were cast in favor of the amendment.
- by written consent of the shareholders or members having not less than the minimum number of votes required by statute in accordance with Section 407(1) and (2) of the Act if a nonprofit corporation, or Section 407(1) of the Act if a profit corporation. Written notice to shareholders or members who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders or members is permitted only if such provision appears in the Articles of Incorporation.)
- by written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act if a nonprofit corporation, or Section 407(2) of the Act if a profit corporation.
- by the board of a profit corporation pursuant to section 811(2).

Profit Corporations

Signed this 9th day of March, 2001

By 
(Signature of an authorized officer or agent)

Eric Ersher, President
(Type or Print Name)

Nonprofit Corporations

Signed this _____ day of _____,

By _____
(Signature of President, Vice-President, Chairperson or Vice-Chairperson)

(Type or Print Name) _____
(Type or Print Title)