

RECORDATION COVER SHEET – CONT'D

4(B) – TRADEMARK REGISTRATIONS

MARK	REG. NO.
FISH KRISPS	839,356
FISHMARKET FRESH	1,292,484
GORTON'S	716,235
GORTON'S and Design	1,033,172
GORTON'S (Stylized)	411,843
GORTON'S OF GLOUCESTER and Design	840,597
GORTON'S SINCE 1849 and Design	1,773,093
GORTON'S SINCE 1849 SHRIMP BOWL and Design	2,760,829
GORTON'S SINCE 1849 SKILLET FILLETS and Design	2,608,031
LIGHT RECIPE	1,289,563
Design Only – <i>Man at Wheel</i>	1,484,455
MICROWAVE CRUNCHY and Design	1,564,033
POTATO CRISP and Design	1,209,911
SEA-DECKER	838,477
THE FLAGSHIP	799,543

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 MERGER, WHICH MERGES:

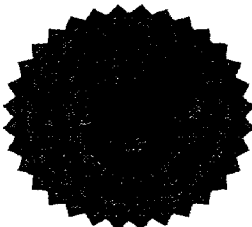
"NIPPON SUISAN DELAWARE LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "GORTON'S INC." UNDER THE NAME OF "GORTON'S INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2003, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2004.

3430595 8100M

040264982



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3045957

DATE: 04-12-04

TRADEMARK
REEL: 002956 FRAME: 0865

**STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
DOMESTIC LIMITED LIABILITY COMPANY
INTO A
DOMESTIC CORPORATION**

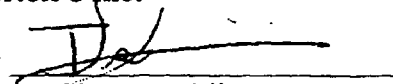
Pursuant to Title 8, Section 264 of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

- FIRST:** The name of the constituent corporation is **Gorton's Inc.**, a Delaware corporation.
The name of the constituent limited liability company is **Nippon Suisan Delaware LLC**, a Delaware limited liability company.
- SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities.
- THIRD:** **Gorton's Inc.** is the surviving corporation.
- FOURTH:** The Certificate of Incorporation of **Gorton's Inc.**, the surviving corporation, will be its Certificate of Incorporation.
- FIFTH:** The merger is to become effective on January 1, 2004.
- SIXTH:** The executed Agreement of Merger is on file at the office of the surviving corporation, **Gorton's Inc.**, 128 Rogers St., Gloucester, Massachusetts 01930.
- SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by an authorized officer, the 23rd day of December 2003.

Gorton's Inc.

By



Tatsuo Ishii
Its Secretary