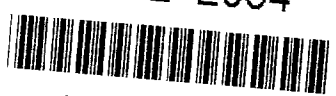


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S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Chestnut Direct, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Home Bistro Foods, Inc. Internal Address: Street Address: 190 Banker Rd. #1, PO Box 2216 City: Plattsburgh State: NY Zip: 12901 Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State New York 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Execution Date: 01/02/04

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,802,617, 2,613,794 Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Lora A. Moffatt, Esq. Internal Address: Street Address: Salans, 620 Fifth Avenue City: New York State: NY Zip: 10020

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: 50-1628

DO NOT USE THIS SPACE

9. Signature: Lora A. Moffatt, Esq. Name of Person Signing Signature Date June 28, 2004 Total number of pages including cover sheet, attachments, and document: 2

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

07/01/2004 NBETACHE 00000044 2802617 01 FC:8521 02 FC:8522 40.00 OP 25.00 OP

TRADEMARK REEL: 003002 FRAME: 0125

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION OF

CHESTNUT DIRECT, INC
Under Section 805 of the Business Corporation Law

It is hereby certified that:

1. The name of the Corporation is Chestnut Direct, Inc.
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on May 15, 2002, and subsequently amended by a certificate of amendment filed by the Department of State on June 14, 2002, and subsequently amended by a certificate of amendment filed by the Department of State on December 13, 2002, and subsequently amended by a certificate of amendment filed by the Department of State on September 29, 2003.
3. The Certificate of Amendment of this Corporation is hereby amended to effect the following change:

Section "First" of the Certificate of Incorporation is hereby amended to read as follows:

FIRST: The name of the corporation is HOME BISTRO FOODS, INC, hereinafter sometimes called the "corporation."

4. This Amendment to the Certificate of Incorporation was authorized by a vote of the Corporation's Board of Directors and the vote of a majority of all the outstanding Corporation's shares entitled to vote thereon.

IN WITNESS WHEREOF, THIS CERTIFICATE HAS BEEN SIGNED BY THE PRESIDENT OF CHESTNUT DIRECT, INC AND SAID CORPORATION HAS CAUSED ITS CORPORATE SEAL TO BE HEREUNDER AFFIXED AND ATTESTED BY ITS SECRETARY, ALL AS OF JANUARY 2, 2004.

CHESTNUT DIRECT, INC.

ATTEST

By: 
David Thompson, President

BY: 
Norman Friedland, Secretary

IWG-14