

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Aurora Foods Inc.		03/19/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Pinnacle Foods Group Inc.		
Street Address:	1 Old Bloomfield Avenue		
City:	Mountain Lakes		
State/Country:	NEW JERSEY		
Postal Code:	07046		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78304774	SYRUP DUNK'ERS	
CORRESPONDENCE DATA			
Fax Number:	(248)594-0610		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	248-594-0600		
Email:	tmdocketing@raderfishman.com		
Correspondent Name:	Michael D. Fishman		
Address Line 1:	39533 Woodward Avenue; Suite 140		
Address Line 4:	Bloomfield Hills, MICHIGAN 48304		
NAME OF SUBMITTER:	Michael D. Fishman		
Signature:	/mdf/		
Date:	02/03/2005		

CH \$40.00 78304774

Total Attachments: 6
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Delaware

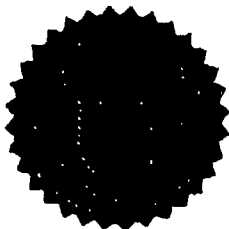
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "AURORA FOODS INC.", FILED A RESTATED CERTIFICATE, CHANGING ITS NAME TO "PINNACLE FOODS GROUP INC.", THE NINETEENTH DAY OF MARCH, A.D. 2004, AT 3:33 O'CLOCK P.M.

2911079 8320

040390432



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3135109

DATE: 05-26-04

TRADEMARK

REEL: 003021 FRAME: 0899

Delaware

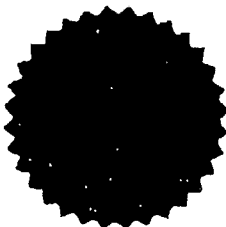
PAGE 1

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 RESTATED CERTIFICATE OF "AURORA FOODS INC.", CHANGING ITS NAME FROM "AURORA FOODS INC." TO "PINNACLE FOODS GROUP INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MARCH, A.D. 2004, AT 3:33 O'CLOCK P.M.

2911079 8100

040390432



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3135105

DATE: 05-26-04

TRADEMARK
REEL: 003021 FRAME: 0900

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:33 PM 03/19/2004
FILED 03:33 PM 03/19/2004
SRV 040206257 - 2911079 FILE

**FIRST AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AURORA FOODS INC.**

(Pursuant to Sections 242 and 245 of the Delaware
General Corporation Law of the State of Delaware)

The original name of Aurora Foods Inc. was "A Foods Inc." and it was originally incorporated in the State of Delaware on June 19, 1998.

ARTICLE I

NAME

The name of the corporation (herein called the "Corporation") is: Pinnacle Foods
Group Inc.

ARTICLE II

REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Delaware is 9 East Lockerman Street, Suite 1B, City of Dover, County of Kent 19901. The name of the registered agent of the Corporation at such address is National Registered Agents, Inc.

ARTICLE III

PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

ARTICLE IV

CAPITAL STOCK

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 100 shares, all of which shall be of one class, shall be designated Common Stock and shall have a par value of \$0.01 per share. With respect to matters to be voted on by holders of shares of Common Stock, each share of Common Stock shall entitle the holder thereof to one vote.

Notwithstanding any other provisions contained herein to the contrary, the Corporation shall not issue non-voting equity securities. This prohibition on the issuance of non-voting equity securities is included in this Amended and Restated Certificate of Incorporation in compliance with Section 1123(a)(6) of the Bankruptcy Code (11 U.S.C. § 1123(a)(6)).

ARTICLE V

DIRECTORS

The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-laws of the Corporation. The election of directors of the Corporation need not be by ballot unless the By-laws so require.

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL is amended after the date of incorporation of the Corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VI

MANAGEMENT OF THE CORPORATION

For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders, it is further provided:

(a) In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation (the "Board") is expressly authorized and empowered:

(i) to make, alter, amend or repeal the By-laws of the Corporation in any manner not inconsistent with the laws of the State of Delaware or this Certificate of Incorporation;

(ii) without the assent or vote of the stockholders, to authorize and issue securities and obligations of the Corporation, secured or unsecured, and to include therein such provisions as to redemption, conversion or other terms thereof as the Board in its sole discretion may determine, and to authorize the mortgaging or pledging, as security therefor, of any property of the Corporation, real or personal, including after-acquired property;

(iii) to determine whether any, and if any, what part, of the net profits of the Corporation or of its surplus shall be declared in dividends and paid to the stockholders, and to direct and determine the use and disposition of any such net profits or such surplus; and

(iv) to fix from time to time the amount of net profits of the Corporation or of its surplus to be reserved as working capital or for any other lawful purpose.

In addition to the powers and authorities herein or by statute expressly conferred upon it, the Board may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation and of the By-laws of the Corporation.

(b) Any director or any officer elected or appointed by the stockholders or by the Board may be removed at any time in such manner as shall be provided in the By-laws of the Corporation.

(c) From time to time any of the provisions of this Certificate of Incorporation may be altered, amended or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this paragraph (c).

IN WITNESS WHEREOF, I, the undersigned, being a Senior Vice President of Aurora Foods Inc., DO HEREBY CERTIFY, under penalties of perjury, that this is my act and deed and that the facts hereinabove stated are truly set forth and, accordingly, I have hereunto set my hand as of March 19, 2004.

Kathleen Meggs

Name: Kathleen Meggs
Title: SVP