

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

GESFOR AKTIENGESELLSCHAFT

- Individual(s)
- General Partnership
- Corporation - Liechtenstein
- Other _____
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

PANS & COMPANY INTERNATIONAL
Josep Ferrater i Mora
2-4, E-08019 Barcelona
Spain

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation - Spain
- Other _____

Domestic representative is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: December 7, 2004

4. (A.) Trademark Application No.(s)

4. (B.) Trademark Registration No.(s)

2757896

Additional numbers attached? Yes No

5. Correspondence should be mailed to:

VICTOR M. TANNENBAUM
ABELMAN, FRAYNE & SCHWAB
150 East 42nd Street
New York, New York 10017

6. Total number of applications and registrations involved:.....

7. Total fee (37 CFT 3.41): \$ 40.00

Enclosed
(The said Deposit Account should be charged for any official fee not fully covered by the enclosed check)

Authorized to be charged to deposit account
Deposit account number: 01-0035

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

8. Statement and signature.

To the best of my knowledge and belief the foregoing information is true and correct and any attached copy is a true copy of the original document.

VICTOR M. TANNENBAUM
Name of Person Signing



Signature

2/18/04
Date

Total number of pages comprising cover sheet, attachments and documents:

CH \$40.00 010035 2757896

UNITED STATES

<p>REVOCATION</p> <p>AND</p> <p>NEW POWER OF ATTORNEY</p>
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Mark: FRESH & READY (device)
 Registration: 2.757.896
 Serial N°.:
 Classes: 30, 35, 42
 Owner:

APPOINTMENT OF DOMESTIC REPRESENTATIVE

Abelman, Frayne & Schwab, whose postal address is 150 East 42nd Street, New York, New York 10017-5612, U.S.A. is hereby designated applicant's representative upon whom notices or process in proceedings affecting the mark may be served.

POWER OF ATTORNEY

Applicant hereby revokes all previous Powers of Attorney and hereby appoints jointly and severally, with full power of substitution, the power of appointment of an associate attorney and the power of revocation

- | | |
|---------------------|----------------------|
| LAWRENCE E. ABELMAN | VICTOR M. TANNENBAUM |
| GABRIEL M. FRAYNE | PETER J. LYNFIELD |
| JEFFREY A. SCHWAB | STEWART J. FRIED |
| NORMAN S. BEIER | HOWARD P. PECK |
| | ALAN J. HARTNICK |

Members of the Bar of the State of New York, whose address is ABELMAN, FRAYNE & SCHWAB, 150 East 42nd Street, New York, New York 10017-5612 U.S.A. to transact business in the Patent and Trademark Office in connection with our trademarks, applications therefore, and registrations which have or will issue thereon.



By: PANS & COMPANY INTERNATIONAL, S.L. (Josep Bayà Aparicio, Authorized representative)

Date: 23rd December, 2004

A black and white copy of this document is not official



Department of State

I, Glenda E. Hood, Secretary of State, do hereby certify that:

Magaly Parra

was commissioned as a Notary Public in and for the State of Florida:

Commission number: DD202746

Term beginning: May 2, 2003

Term expiring: May 1, 2007

as shown by the records of this office.

Legal Qualifications and Authority of a Florida Notary Public

A Florida Notary Public is not licensed to practice law in the State of Florida, and may not give legal advice or accept fees for legal advice.

Legal Qualifications of a Florida Notary Public: A Florida Notary Public shall be at least 18 years of age and a legal resident of Florida. A Florida Notary Public must be able to read, write, and understand the English language.

Legal Authority of a Florida Notary Public: A Notary Public may administer an oath and make a certificate thereof when it is necessary for the execution of any writing or document to be published under the seal of a Notary Public. A Notary Public is authorized to take the acknowledgments of deeds and other instruments of writing for record. A Notary Public is authorized to solemnize the rites of matrimony. A Notary Public may supervise the making of a photocopy of an original document and attest to the trueness of the copy.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the Tenth day of January, A.D., 2005.



Glenda E. Hood

Secretary of State

U. S. A

DSDE 99 (3/03)

The original document has a reflective line mark in paper. Hold at an angle to view when checking.

If photocopied or chemically altered, the word "VOID" will appear.

State of Florida appears in small letters across the face of this 8 1/2 X 11" document.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Sworn to (or affirmed) and subscribed
before me this 7th day of DEC, Year 2004
by MR. GRAHAM J. CLARK
(Name of Person Making Statement)

MAGALY PARRA
(Official Notary Signature)

NOTARY SEAL MAGALY PARRA
(Name of Notary Typed,
Printed or Stamped)

Personally known:
or Produced Identification,
Identification Produced:



Magaly Parra
My Commission 00202748
Expires May 01, 2007

ESTADOS UNIDOS

ASSIGNMENT


WHEREAS, GESFOR AKTIENGESELLSCHAFT, a company organized and existing under the laws of LIECHTENSTEIN, with an office at Aeulestrasse 5, 9490 Vaduz (Liechtenstein) (hereinafter called the ASSIGNOR) is the owner of and has adopted, used and is using the following trademarks registered in United States Patent and Trademark Office or for which applications for registration have been filed in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Number</u>	<u>Class</u>
FRESH & READY (device)	Reg. 2.757.896	30, 35, 42

AND WHEREAS, PANS & COMPANY INTERNATIONAL, S.L., a corporation organized and existing under the laws of SPAIN, located at Josep Ferrater i Mora, 2-4, E-08019 Barcelona (SPAIN) (hereinafter called the ASSIGNEE) is desirous of acquiring the right, title and interest in and to the said trademarks and the registrations thereof;

NOW, THEREFORE, the said ASSIGNOR by these presents does assign and transfer unto the said ASSIGNEE, its successor and assigns, its right, title and interest in and to the said trademarks, trademark registrations and trademark applications, together with that part of the goodwill of the ASSIGNOR's business connected with the use of and symbolized by the said trademarks.

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this 7th day of December, 2004.



 GESFOR AKTIENGESELLSCHAFT
 By: Graham J. Clark.
 Title: Director

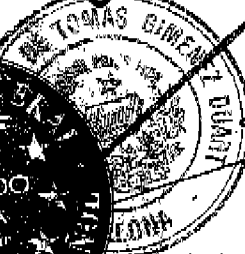
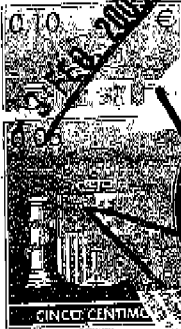


-MACIÓ-

YO, TOMAS GIMÉNEZ QUART, NOTARIO DEL
IL.LUSTRE COLEGIUM DE NOTARIS DE
CATALUNYA, Y POR OPOSICIÓN NOTARIO DE
BARCELONA,

DOY FE: De que considero legítima la firma
que antecede de D. JOSEP BAYA ARRICÓ en
los roles /ius de su br. electo en ESIDROS
UNICE - Arquero n.º 157 - Libro Veces -
de n.º 8 -
En Barcelona, a **- 3 FEB 2005**

SELLO DE
LEGITIMACIONES Y
LEGALIZACIONES



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