

4-22-05

REC

04-26-2005



102988458

Mail Stop Assignment Recordation Services
Director of the United States Patent and Trademark
P.O. Box 1450
Alexandria, Virginia 22313-1450

Post Office Box 7068
Pasadena, CA 91109-7068

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

<p>1. Name of conveying party(ies): Contessa Food Products, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other: <input type="checkbox"/> Exists Under Laws of</p> <p>Additional name(s) of conveying party(ies) attached: No</p>	<p>2. Name and address of receiving party(ies): Name: Contessa Premium Foods, Inc.</p> <p>Street Address: 222 West Sixth Street, Eighth Floor, San Pedro, California 90731-3316</p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Other: <input type="checkbox"/> Exists Under Laws of</p>
<p>3. Name of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: December 17, 2004</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: No</p> <p>(Designation must be a separate document from Assignment). Additional name(s) & address(es) attached? NO</p>
<p>4. A. Trademark Application No.(s) <u>78/317,319</u></p>	<p>4. B. Trademark Registration No.(s)</p> <p>Additional numbers attached? No</p>
<p>5. Please return the recorded document and address all correspondence to:</p> <p>CHRISTIE, PARKER & HALE, LLP P.O. Box 7068 Pasadena, CA 91109-7068 Attention: Mark Garcia</p>	<p>6. Total number of applications or registrations involved <input type="text" value="1"/></p> <p>7. <input checked="" type="checkbox"/> Total fee enclosed (37 CFR 3.41): \$ 40.00</p> <p>8. <input checked="" type="checkbox"/> Any deficiency or overpayment of fees should be charged or credited to Deposit Account No. 03-1728, except for payment of issue fees required under 37 CFR § 1.18. Please show our docket number with any credit or charge to our Deposit Account.</p>
<p>10. <input type="checkbox"/> Explanatory letter is enclosed.</p>	
<p>9. 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.</p> <p>Date: April 18, 2005</p> <p>By <u>Mark Garcia</u> Name: Mark Garcia 626/795-9900</p> <p>I hereby certify that this correspondence is being deposited with the U.S. Postal Service as first class mail in an envelope addressed to Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450 on <u>April 18, 2005</u> <u>Christina Sharnd</u> (Date of Deposit)</p> <p>Total number of pages including cover sheet, attachments, and document: <input type="text" value="3"/></p>	

OFFICE OF PUBLIC RECORDS
APR 22 AM 11:17
FINANCE SECTION

MEG/cks
04/25/2005 6TOM11 00000138 78317319
01 FC:8521 40.00 DP

**State of California
Secretary of State**



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

APR 12 2005

A handwritten signature in cursive script, appearing to read "Bruce McPherson".

BRUCE McPHERSON
Secretary of State

A0622330

FILED
In the office of the Secretary of State
of the State of California

1220437
CERTIFICATE OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF
CONTESSA FOOD PRODUCTS, INC.

JAN 4 2005
Kevin Shelley
KEVIN SHELLEY, Secretary of State

The undersigned certifies that:

1. They are the President and the Secretary, respectively, of Contessa Food Products, Inc., a California corporation (the "Corporation").
2. Article I of the Articles of Incorporation of the Corporation is amended to read in full as follows:

"I

A. The name of this Corporation is Contessa Premium Foods, Inc."

3. That the aforesaid amendment of the Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. That the foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the Corporation is 1,800,000 shares. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its President and Secretary this 17 day of December, 2004.

FURTHERMORE, the following signatories declare under penalty of perjury pursuant to the laws of the State of California that the matters as set forth herein are true and correct to each of the signatories' individual knowledge and belief.

[Signature]
John J. Blazevich, President

[Signature]
Gregory J. Morrow, Secretary

