

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/13/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
La Victoria Foods, Inc.		12/13/2004	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Authentic Specialty Foods, Inc.
Street Address:	4340 Eucalyptus Avenue
City:	Chino
State/Country:	CALIFORNIA
Postal Code:	91710
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	1028074	SALSA BRAVA
Registration Number:	1064592	SALSA "SUPREMA"
Registration Number:	1532228	SUPREMA
Registration Number:	1497944	VICTORIA
Registration Number:	2352044	PUEBLITO
Registration Number:	2215048	A SALSA FOR EVERY TASTE

CORRESPONDENCE DATA

Fax Number: (202)659-9344
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 2026599076
 Email: DSAcket@roylance.com
 Correspondent Name: Roylance, Abrams, Berdo & Goodman, LLP
 Address Line 1: 1300 19th Street, Suite 600
 Address Line 4: Washington, DISTRICT OF COLUMBIA 20036

TRADEMARK

NAME OF SUBMITTER:	David S. Abrams
Signature:	//David S. Abrams//
Date:	09/12/2005
Total Attachments: 3 source=Authentic Specialty Foods Merger#page1.tif source=Authentic Specialty Foods Merger#page2.tif source=Authentic Specialty Foods Merger#page3.tif	

Delaware

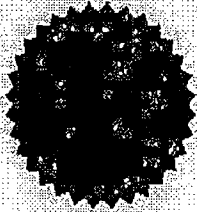
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"LA VICTORIA FOODS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "AUTHENTIC SPECIALTY FOODS, INC." UNDER THE NAME OF "AUTHENTIC SPECIALTY FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2004, AT 9:05 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3829277 8100M

040947521

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3593834

DATE: 01-04-05

TRADEMARK

REEL: 003157 FRAME: 0475

STATE OF DELAWARE
JAN 3 2005 1:43PM
State of Delaware
Secretary of State
Division of Corporations
Delivered 08:35 AM 12/29/2004
FILED 09:05 AM 12/29/2004
SRV 040947521 - 3829277 FILE

NO. 9187 P. 3

CERTIFICATE OF OWNERSHIP AND MERGER

OF

LA VICTORIA FOODS, INC.

(a California corporation)

INTO

AUTHENTIC SPECIALTY FOODS, INC.

(a Delaware corporation)

It is hereby certified that:

1. Authentic Specialty Foods, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of 99% of the outstanding shares of capital stock of La Victoria Foods, Inc. (the "Subsidiary"), which is a business corporation of the State of California.
3. The laws of the jurisdiction of organization of the Subsidiary permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges the Subsidiary into the Corporation.
5. The following is a copy of the resolutions adopted by the Board of Directors of the Corporation on December 13, 2004 to merge the Subsidiary into the Corporation:

RESOLVED, that La Victoria Foods, Inc., a business corporation of the State of California and 99%-owned subsidiary of this Corporation (the "Subsidiary"), be merged into this Corporation, and that all of the estate, property, rights, privileges, powers and franchises of the Subsidiary be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by the Subsidiary in its name.

RESOLVED FURTHER, that this Corporation assume all of the obligations of the Subsidiary, including any and all outstanding income and franchise tax obligations and guarantor obligations under credit facilities of affiliated entities of the Subsidiary.

RESOLVED FURTHER, that each share of capital stock of the Subsidiary not owned by the Corporation shall be cancelled and the Corporation shall pay to the holder of such shares of capital stock a cash payment of approximately \$94,339 per share, or \$5,000 in the aggregate.

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