

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Shelter-Rupperts Mgt. Inc.		10/12/2005	CORPORATION: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Rosa Mexicano Brands, Inc.		
<b>Street Address:</b>	346 7th Avenue		
<b>Internal Address:</b>	4th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10019		
<b>Entity Type:</b>	CORPORATION: NEW YORK		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1880143	ROSA MEXICANO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)294-4700		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212 294 6700		
<b>Email:</b>	vrichard@winston.com		
<b>Correspondent Name:</b>	Virginia R. Richard		
<b>Address Line 1:</b>	200 Park Avenue		
<b>Address Line 2:</b>	Winston & Strawn LLP		
<b>Address Line 4:</b>	New York, NEW YORK 10166		
<b>NAME OF SUBMITTER:</b>	Virginia R. Richard		
<b>Signature:</b>	/W&S/		
<b>Date:</b>	10/21/2005		

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**Total Attachments: 4**

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State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**October 19, 2005**



A handwritten signature in black ink, appearing to read "R. H. H. H.", is written over the seal.

*Special Deputy Secretary of State*

DOS-1266 (9/05)

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RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SHELTER-RUPPERTS MGT. INC.

UNDER SECTION 807 OF THE BUSINESS CORPORATION LAW

Pursuant to Section 807 of the Business Corporation Law of the State of New York (the "Business Corporation Law"), the undersigned, being the Chief Executive Officer of the Corporation, hereby certifies that:

1. The name of the Corporation is Shelter-Rupperts Mgt. Inc.
2. The Certificate of Incorporation was filed by the Department of State of the State of New York on the 14th day of February, 1991.
3. The Certificate of Incorporation is amended to effect amendments authorized by the Business Corporation Law, as follows:
  - a. Article (1) of the Certificate of Incorporation, relating to the name of the Corporation is hereby amended as follows to reflect the new name of the Corporation:  

"The name of the Corporation is Rosa Mexicano Brands, Inc."
  - b. Article (2) of the Certificate of Incorporation, relating to the purpose and permitted activities of the Corporation, is hereby amended in its entirety as follows:  

"The purposes for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law (the "Business Corporation Law"). The Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body of the State of New York without such consent or approval first being obtained."
  - c. Article (3) of the Certificate of Incorporation, relating to the authorized capital stock of the Corporation, is hereby amended as follows to increase the authorized shares of the Corporation from 200 shares, no par value, Common Stock, to 10,000 shares, no par value, Common Stock:

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"The aggregate number of shares which the Corporation shall have authority to issue shall be 10,000, no par value, Common Stock."

- d. Article (5) of the Certificate of Incorporation, relating to service of process, is hereby amended to reflect the new post office address to which the Secretary of state can forward service of process.
- e. New Articles (6), (7), (8), (9) and (10) are hereby added to the Certificate of Incorporation relating to, respectively, shareholder action by written consent, preemptive rights, director liability, non-limitation of powers and reservation of certain rights.

4. The text of the Certificate of Incorporation is hereby restated as amended to read as herein set forth in full:

(1) The name of the Corporation is Rosa Mexicano Brands, Inc.

(2) The purposes for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law (the "Business Corporation Law"). The Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body of the State of New York without such consent or approval first being obtained.

(3) The aggregate number of shares which the Corporation shall have authority to issue shall be 10,000, no par value, Common Stock.

(4) The principal office of the Corporation is to be located in the County of New York, State of New York.

(5) The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: c/o Rosa Mexicano Brands, Inc., 346 7th Ave, 4th Floor, New York, NY 10019, Attn: Dan Hickey.

(6) Whenever the shareholders of the Corporation are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

(7) No shareholder of the Corporation shall, by reason of holding shares of any class of capital stock of the Corporation, have any preemptive or preferential right to purchase or subscribe to any shares of any class of capital stock of the Corporation, now or hereafter to be authorized, or any other securities convertible into or carrying rights or options to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares or the issuance of shares upon exercise of any rights or options or upon conversion of such other securities would adversely affect the dividend or voting rights of such shareholder.

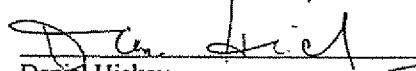
(8) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for damages for any breach of fiduciary duty as a director; provided, however, that the foregoing shall not eliminate or limit the liability of a director if a judgment or other final adjudication adverse to him establishes that his acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that he personally gained in fact a financial profit or other advantage to which he was not legally entitled or that his acts violated Section 719 of the Business Corporation Law.

(9) Except as may otherwise be specifically provided in this Certificate of Incorporation, no provision of this Certificate of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying, or abrogating any of the general or specific powers or rights conferred under the Business Corporation Law upon the Corporation, its shareholders and its directors, officers and other corporate personnel, including in particular, the power of the Corporation to furnish indemnification to directors in the capacities described in and prescribed by the Business Corporation Law and defined and prescribed rights of said persons to indemnification as the same are conferred by the Business Corporation Law.

(10) The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation."

5. This restated Certificate of Incorporation was authorized by a vote of the Board of Directors followed by a vote of a majority of all outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under penalties of perjury, as of this 19 day of Oct 2005.

  
Daniel Hickey  
Chief Executive Officer