

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/16/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Spectrum Organic Products, Inc.		12/16/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Spectrum Organic Products, LLC
Street Address:	5341 Old Redwood Highway
Internal Address:	Suite 400
City:	Petaluma
State/Country:	CALIFORNIA
Postal Code:	94954
Entity Type:	LIMITED LIABILITY COMPANY: CALIFORNIA

PROPERTY NUMBERS Total: 26

Property Type	Number	Word Mark
Registration Number:	1609232	VEG-OMEGA-3
Registration Number:	1804650	SPECTRUM SPREAD
Registration Number:	2003989	SUPER CANOLA
Registration Number:	2045346	SPECTRUM NATURALS SUPER CANOLA
Registration Number:	2164499	SPECTRUM ESSENTIALS
Registration Number:	2164500	ESSENTIAL MAX
Registration Number:	2263228	SPECTRUM NATURALS
Registration Number:	2263299	SPECTRUM NATURALS ESSENTIAL OMEGA SPREAD
Registration Number:	2269108	SPECTRUM NATURALS ONLY OLIVE SPREAD
Registration Number:	2269114	THIRD PARTY CERTIFIED ORGANIC
Registration Number:	2326922	SUNNY FARMS
Registration Number:	2461118	DAILY ESSENTIAL FIBER

CH \$665.00 1609232

Registration Number:	2868998	CYCLE BALANCE
Registration Number:	2888429	STRESS BALANCE
Registration Number:	2950968	MENOPAUSE BALANCE
Registration Number:	2261247	ESSENTIAL OMEGA SPREAD
Serial Number:	75864343	SPECTRUM ESSENTIALS ULTRA EFA
Serial Number:	76472083	SI SPECTRUM INGREDIENTS
Serial Number:	76479499	SI SPECTRUM INGREDIENTS
Serial Number:	76611099	SPECTRUM NATURALS
Serial Number:	76613059	THE TASTE OF GOODNESS
Serial Number:	76624186	1-2-3 COOKING
Serial Number:	76627808	SPECTRUM ESSENTIALS
Serial Number:	78681337	BAJA BEAN CHIPS
Serial Number:	78681330	OLIVE OIL CRISPS
Serial Number:	78701695	SPECTRUM ESSENTIALS

CORRESPONDENCE DATA

Fax Number: (973)624-7070
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 973-622-4444
Email: rsmith@mccarter.com
Correspondent Name: Robert W. Smith, Esq.
Address Line 1: Four Gateway Center,
Address Line 2: 100 Mulberry Street
Address Line 4: Newark, NEW JERSEY 07102-4056

ATTORNEY DOCKET NUMBER:	36452/53 (RWS-0406)
NAME OF SUBMITTER:	Robert W. Smith
Signature:	/robertwsmith/
Date:	01/23/2006

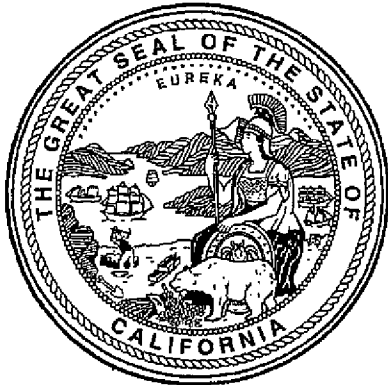
Total Attachments: 3
source=Spectrum Merger#page1.tif
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source=Spectrum Merger#page3.tif

State of California
Secretary of State



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

That the attached transcript of 2 page(s) has been compared with the record on file in this office, 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

JAN - 5 2006

BRUCE McPHERSON
Secretary of State

00797605



State of California Secretary of State

ENDORSED - FILED in the office of the Secretary of State of the State of California

DEC 1 6 2005

LIMITED LIABILITY COMPANY CERTIFICATE OF MERGER (Corporations Code Section 17552)

Filing Fee - Please see instructions. IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

Table with 4 columns: 1. Name of surviving entity, 2. Type of entity, 3. Secretary of State File Number, 4. Jurisdiction. Includes details for Spectrum Organic Products, LLC and Spectrum Organic Products, Inc.

Table for item 10: Outstanding interests of each class entitled to vote. Columns include Surviving Entity and Disappearing Entity, with rows for Common Stocks.

11. The principal terms of the agreement of merger were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required.

SECTION 12 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE ITEM 12 AND PROCEED TO ITEM 15.

12. Request changes to the information set forth in the Articles of Organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary.

SECTIONS 13 AND 14 ARE APPLICABLE IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY, COMPLETE ITEMS 13 AND 14.

13. Principal business address of the surviving foreign limited liability company or other business entity:

14. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary.

15. Number of pages attached, if any:

16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which execution is my act and deed.

Signatures of Authorized Person for the Surviving Entity and Disappearing Entity, including Ira J. Laurel, Jay Lieberman, Jermain P. Phillips, and Robert B. Bowles.

Ira J. Laurel, E/M and CEO, Main Celestial Group, Inc., Sole Member
Jay Lieberman, VP-Finance, Main Celestial Group, Inc., Sole Member

SECRETARY (REV. 03/2005)

FORM LLC-9 - FILING FEE: SEE INSTRUCTIONS Approved by Secretary of State



**State of California
Secretary of State**

**LIMITED LIABILITY COMPANY
CERTIFICATE OF MERGER**
(Corporations Code Section 17992)

Filing Fee - Please see instructions.
IMPORTANT - Read instructions before completing this form.

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1. Name of surviving entity: Spectrum Organic Products, LLC	2. Type of entity: LLC	3. Secretary of State File Number: 20026510206	4. Jurisdiction: CA
6. Name of disappearing entity: Spectrum Organic Products, Inc.	8. Type of entity: Corporation	7. Secretary of State File Number: 13197847	5. Jurisdiction: CA
9. Future effective date, if any: Month: _____ Day: _____ Year: _____			
10. If a vote was required pursuant to Section 17951 or Section 11715, enter the outstanding interests of each class entitled to vote on the merger and the percentage of vote required:			
Surviving Entity		Disappearing Entity	
Each class entitled to vote	Percentage of vote required	Each class entitled to vote	Percentage of vote required
1	100%	Common Stock 46,444,683	> 50%
11. The principal terms of the agreement of merger were approved by a vote of the number of interests of shares of each class that equaled or exceeded the vote required.			
SECTION 12 IS ONLY APPLICABLE IF THE SURVIVING ENTITY IS A DOMESTIC LIMITED LIABILITY COMPANY, COMPLETE ITEM 12 AND PROCEED TO ITEM 13.			
12. Requests changes to the information set forth in the Articles of Organization of the surviving limited liability company resulting from the merger. Attach additional pages if necessary.			
SECTIONS 13 AND 14 ARE APPLICABLE IF THE SURVIVING ENTITY IS A FOREIGN LIMITED LIABILITY COMPANY OR OTHER BUSINESS ENTITY, COMPLETE ITEMS 13 AND 14.			
13. Principal business address of the surviving foreign limited liability company or other business entity:			
Address:		City: _____ State: _____ Zip Code: _____	
14. Other information required to be stated in the Certificate of Merger by the laws under which each constituent other business entity is organized. Attach additional pages if necessary.			
15. Number of pages attached, if any:			
16. I certify that the statements contained in this document are true and correct of my own knowledge. I declare that I am the person who is executing this instrument, which executes in my act and deed.			
Signature of Authorized Person for the Surviving Entity _____ Date: 12/16/05		Type or Print Name and Title of Person Signing: Dan J. Lavel, EVP and COO, Hein Celestial Group, Inc., Sole Member	
Signature of Authorized Person for the Surviving Entity _____ Date: 12/16/05		Type or Print Name and Title of Person Signing: Jay Lieberman, VP-Finance, Hein Celestial Group, Inc., Sole Member	
Signature of Authorized Person for the Disappearing Entity _____ Date: _____		Type or Print Name and Title of Person Signing: Jefferson P. Phillips, Chairman of the Board	
Signature of Authorized Person for the Disappearing Entity _____ Date: _____		Type or Print Name and Title of Person Signing: Robert H. Spitzer, Secretary	
SECRETARY (REV. 08/05)		FORM LLD-6 - FILING FEE: SEE INSTRUCTIONS Approved by Secretary of State	

