

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT
NATURE OF CONVEYANCE:	Corrective Assignment to correct the Assignment from AHP Subsidiary Holding Corporation to International Home Foods, Inc. previously recorded on Reel 001845 Frame 0131. Assignor(s) hereby confirms the Change of name from American Home Food Products, Inc. to International Home Foods, Inc..

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
American Home Food Products, Inc.		10/30/1996	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	International Home Foods, Inc.
Street Address:	1633 Little Road
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Serial Number:	71204363	GULDEN'S
Serial Number:	71499014	ROTEL
Serial Number:	72137969	FRANKLIN
Serial Number:	72266830	FRANKLIN CRUNCH 'N MUNCH
Serial Number:	72366278	RANCH STYLE
Serial Number:	73551960	ABC'S & 123'S

CORRESPONDENCE DATA

Fax Number: (402)952-6870
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (402) 633-6870
 Email: tdeutmeyer@mcgrathnorth.com
 Correspondent Name: Tracy L. Deutmeyer

OP \$165.00 71204363

Address Line 1: 1601 Dodge Street, Suite 3700
Address Line 4: Omaha, NEBRASKA 68102

NAME OF SUBMITTER:	Tracy L. Deutmeyer
Signature:	/Tracy L. Deutmeyer/
Date:	03/10/2006

Total Attachments: 6
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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AMERICAN HOME FOOD PRODUCTS, INC.", CHANGING ITS NAME FROM "AMERICAN HOME FOOD PRODUCTS, INC." TO "INTERNATIONAL HOME FOODS, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 1996, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

9162322

AUTHENTICATION:

06-25-98

DATE:

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981228285

TRADEMARK

REEL: 003265 FRAME: 0041

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
AMERICAN HOME FOOD PRODUCTS, INC.

(Pursuant to Section 242 of the General Corporation
Law of the State of Delaware)

American Home Food Products, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of Delaware (the "Corporation"), hereby certifies the following:

FIRST: That Article First of the Certificate of Incorporation of the Corporation be, and hereby is, amended and restated to read in its entirety as follows:

FIRST: The name of this corporation (hereinafter called the "Corporation") is International Home Foods, Inc.

SECOND: That Article Fourth of the Certificate of Incorporation of the Corporation be, and hereby is, amended and restated to read in its entirety as follows:

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 2,000,000,000 shares, consisting of (i) 100,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock"); and (ii) 1,900,000,000 shares of common stock, par value \$0.01 per share ("the Common Stock").

Upon the filing of this Certificate of Amendment of the Certificate of Incorporation with the Delaware Secretary of State, each share of the Corporation's Common Stock, no par value (the "Old Common Stock"), issued and outstanding immediately prior to the filing hereof shall, without any action on the part of the holder thereof, be converted and reclassified into, and immediately represent 1,275,000 shares of Common Stock and upon delivery to the Corporation of the certificate or certificates evidencing the shares of Old Common Stock previously owned by such stockholder, as set forth on the Corporation's stock register, the holder thereof shall be entitled to receive a certificate or certificates representing the shares of Common Stock into which such shares have been converted.

The designations and the powers, preferences, rights, qualifications, limitations, and restrictions of the Common Stock and the Preferred Stock are as follows:

1. Provisions Relating to the Common Stock.

(a) Dividends. Subject to the prior rights and preferences, if any, applicable to shares of Preferred Stock or any class or series thereof, each share of Common Stock shall entitle the holder of record thereof to receive dividends out of funds legally

available therefor, when, as and if declared by the board of directors of the Corporation in respect of Common Stock.

(b) Liquidation Rights. The holders of Common Stock shall be entitled to share ratably in the net assets of the Corporation remaining after any dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, and after payment or provision for the payment of the debts and liabilities of the Corporation and payment of the liquidation preference, if any, on any shares of capital stock of the Corporation having such a preference. A dissolution, liquidation or winding-up of the Corporation, as such terms are used in this paragraph (b), shall not be deemed to be occasioned by, or to include, any consolidation or merger of the Corporation with or into any other corporation or corporations or other entity or a sale, lease, exchange or conveyance of all, or any part of, the assets of the Corporation.

(c) Voting Rights. Each share of Common Stock shall entitle the registered holder thereof to one vote on all matters brought before the common stockholders of the Corporation for a vote.

2. Provisions Relating to the Preferred Stock.

(a) The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have any designations, powers, preferences and rights, and qualifications, limitations and restrictions thereof, as are stated and expressed in this Article and in the resolution or resolutions providing for the issuance of such class or series adopted by the board of directors of the Corporation as hereafter prescribed.

(b) Authority is hereby expressly granted to and vested in the board of directors of the Corporation to authorize the issuance of Preferred Stock from time to time in one or more classes or series, and with respect to each class or series of the Preferred Stock, to state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

(i) whether the class or series is to have voting rights in addition to any voting rights required by law, special or limited, and, if so, the terms of such voting rights, or whether such class or series is to be without voting rights, and whether such class or series is to be entitled to vote as a separate class either alone or together with the holders of one or more other classes or series of stock;

(ii) the number of shares to constitute the class or series and the designations thereof;

(iii) whether the shares of any class or series shall be redeemable at the option of the Corporation or the holders thereof or upon the happening of any

specified event, and, if redeemable, the redemption price or prices (which may be payable in the form of cash, notes, securities, or other property), and the time or times at which, and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(iv) whether the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and, if such retirement or sinking fund or funds are to be established, the periodic amount thereof, and the terms and provisions relative to the operation thereof;

(v) the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which, and the times when, such dividends are payable, the relative rights of priority, if any, of payment of dividends on shares of that series and any other class or series of stock, whether such dividends shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

(vi) the preferences, if any, and the amounts thereof which the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation, and whether or not a dissolution, liquidation or winding-up of the Corporation, as such terms are used in this paragraph (vi), shall be deemed to be occasioned by or to include any consolidation or merger of the Corporation with or into any other corporation or corporations or other entity or a sale, lease, exchange or conveyance of all, or any part of the assets of the Corporation;

(vii) whether the shares of any class or series, at the option of the Corporation or the holder thereof or upon the happening of any specified event, shall be convertible into or exchangeable for the shares of any other class or classes or of any other series of the same or any other class or classes of stock, securities, or other property of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions, and any other terms and conditions of conversion or exchange; and

(viii) any other powers, preferences and relative, participating, optional, or other special rights, if any, and the qualifications, limitations, or restrictions thereof, if any, with respect to any class or series.

(c) The shares of each class or series of Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects and in any other manner as shall be determined by the resolutions adopted by the board of

directors providing for the issuance thereof. The board of directors of the Corporation may increase the number of shares of the Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not designated for any other class or series. The board of directors of the Corporation may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution subtracting from such class or series authorized and unissued shares of the Preferred Stock designated for such existing class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

THIRD: That a new Article Tenth of the Certificate of Incorporation of the Corporation be, and hereby is, added to read in its entirety as follows:

TENTH: A director shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. If the General Corporation Law of the State of Delaware is amended after approval of the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. Any repeal or modification of this Article by the stockholders shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

FOURTH: That Article Tenth of the Certificate of Incorporation of the Corporation in effect immediately prior to this amendment be, and hereby is, renumbered as Article Eleventh of the Certificate of Incorporation with no other change, and that Article Eleventh of the Certificate of Incorporation in effect immediately prior to this amendment be, and hereby is, renumbered as Article Twelfth of the Certificate of Incorporation with no other change.

FIFTH: That the foregoing amendments to the Certificate of Incorporation were duly adopted by the board of directors of the Corporation in accordance with the provisions of Section 141(f) and Section 242 of the General Corporation Law of the State of Delaware.

SIXTH: That the foregoing amendments to the Certificate of Incorporation were duly adopted and approved by written consent by the holders of all shares of capital stock of the Corporation entitled to vote thereon in accordance with the provisions of the Certificate of Incorporation and Section 228(a) and Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, this instrument has been executed for, on behalf of, and in the name of the Corporation by its officers thereunto duly authorized on October 20, 1996.

AMERICAN HOME FOOD PRODUCTS, INC.

By: *Kenneth J. Martin*
Name: Kenneth J. Martin
Title: President

ATTEST:

By: *Carol G. Emerling*
Name: Carol G. Emerling
Title: Secretary

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