

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: 1			
Property Type	Number	Word Mark	
Registration Number:	1452352	EMBASA	
CORRESPONDENCE DATA			
Fax Number:	(202)659-9344		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	2026599076		
Email:	DSAdocket@roylance.com		
Correspondent Name:	Roylance, Abrams, Berdo & Goodman, LLP		
Address Line 1:	1300 19th Street, N.W.		
Address Line 2:	Suite 600		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20036		
ATTORNEY DOCKET NUMBER:	50366		
NAME OF SUBMITTER:	David S. Abrams		
Signature:	//David S. Abrams//		

OP \$40.00 1452352

Date:

06/28/2006

Total Attachments: 5

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Delaware

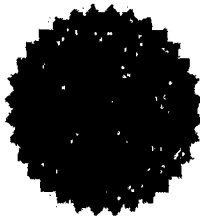
PAGE 1

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.



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3593834

DATE: 01-04-05

TRADEMARK

REEL: 003340 FRAME: 0183

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.

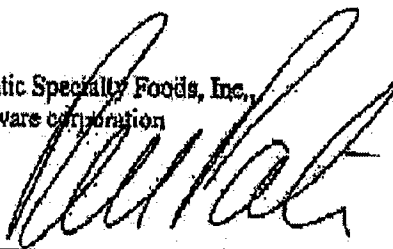
RESOLVED FURTHER, that each share of capital stock of the Subsidiary not owned by the Corporation shall be cancelled and the Corporation shall pay to the holder of such shares of capital stock a cash payment of approximately \$94,339 per share, or \$5,000 in the aggregate.

RESOLVED FURTHER, that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of the Subsidiary and of this Corporation and in any other appropriate jurisdiction.

RESOLVED FURTHER, that the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation and in its name, to execute and deliver such additional documents and take such additional actions as may be necessary or required in order to carry out the intentions of these resolutions and effect the merger.

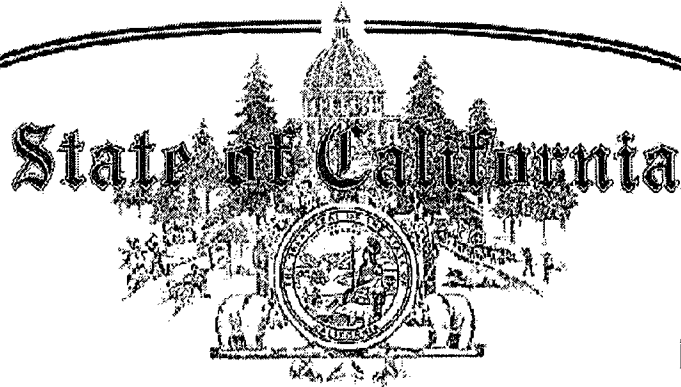
Executed on December 13, 2004

Authentic Specialty Foods, Inc.,
a Delaware corporation



By: _____
Name: Roger Padron Gonzalez
Title: President

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SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 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

DEC 30 2004



Kevin Shelley
Secretary of State

DEC 29 2004

CERTIFICATE OF OWNERSHIP

KEVIN SHELLEY
Secretary of State

Roger Patrón Gonzalez and Fabiola Quezada Nieto hereby certify that:

1. They are the President and Assistant Secretary, respectively, of Authentic Specialty Foods, Inc., a Delaware corporation (the "Parent Corporation").
2. The Corporation owns ninety-nine percent (99%) of the outstanding shares of La Victoria Foods, Inc., a California corporation (the "Subsidiary").
3. The Board of Directors of the Parent Corporation and the Subsidiary have duly adopted the following resolutions:

RESOLVED, that the Parent Corporation merge the Subsidiary into the Parent Corporation and assume all obligations of the Subsidiary pursuant to Section 1110 of the California Corporations Code.

RESOLVED FURTHER, that each share of capital stock of the Subsidiary not owned by the Parent Corporation shall be cancelled and the Parent 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.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: December 13, 2004

Roger Patrón Gonzalez, President

Fabiola Quezada Nieto, Assistant Secretary

