

12-26-2007



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Electronic Version v1.1
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SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		CHANGE OF NAME	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tasti Acquisition LLC		02/08/2007	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Tasti D-Lite LLC		
Street Address:	341 Cool Springs Boulevard, Suite 420		
City:	Franklin		
State/Country:	TENNESSEE		
Postal Code:	37067		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2922176	A MATTER OF TASTE	
Registration Number:	1517339	SKINNY DELIGHT	
Registration Number:	1525999	TASTI D-LITE	
Registration Number:	3334587	TASTI D-LITE EST. 1987	
Registration Number:	3301896	TASTI D-LITE EST. 1987	
Registration Number:	1803350	TASTI D LITE	
Serial Number:	78883050	TASTI TWISTI	
CORRESPONDENCE DATA			

Fax Number: (757)628-5566
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 757-628-5582
Email: ip@wilsav.com
Correspondent Name: Timothy J. Lockhart
Address Line 1: One Commercial Place #1800
Address Line 2: Attn.: IP Administrator
Address Line 4: Norfolk, VIRGINIA 23510

ATTORNEY DOCKET NUMBER:	87057.001
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NAME OF SUBMITTER:	Timothy J. Lockhart
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Signature:	/Timothy J. Lockhart/
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Date:	11/29/2007
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Total Attachments: 4

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RECEIPT INFORMATION

ETAS ID:	TM101007
Receipt Date:	11/29/2007
Fee Amount:	\$190

(Handwritten signature)

**UNANIMOUS WRITTEN CONSENT
OF THE SOLE MEMBER
OF
TASTI ACQUISITION LLC**

February 8, 2007

THE UNDERSIGNED, being the sole member (the "Member") of Tasti Acquisition LLC, a Delaware limited liability company (the "Company"), does hereby consent, pursuant to the Limited Liability Company Agreement and the laws of the State of Delaware to the adoption of the following resolutions:

1. Asset Purchase Agreement and Ancillary Agreements

WHEREAS, the Company entered into that certain Asset Purchase Agreement, dated January 17, 2007 among the Company, A Matter of Taste, Inc., It's A Matter of Taste, Inc., A Matter of Taste International LLC and Celeste Carlesimo (the "Purchase Agreement") (capitalized terms not otherwise defined herein shall have the meanings set forth in the Purchase Agreement);

WHEREAS, in connection with the execution and performance of the Purchase Agreement, it is proposed that the Company enter into the Escrow Agreement, Management Consulting Agreement, Indemnity and Non-Recourse Pledge Agreement, Offer Letters and other ancillary agreements (collectively, the "Ancillary Agreements") in connection therewith;

WHEREAS, the Company entered into that certain Employment Agreement with James Amos dated January 17, 2007 to be effective upon Closing and it is proposed that the Company enter into an Employment Agreement with Peter Holt (together, the "Employment Agreements");

NOW, THEREFORE, BE IT:

RESOLVED, that the form, terms and provisions of the Purchase Agreement and the Schedules and Exhibits annexed thereto be and hereby is authorized, approved and ratified in all respects; and further

RESOLVED, that the form, terms and provisions of the Ancillary Agreements, substantially in the form which has been reviewed by the Member, be and hereby are authorized, adopted and approved, in such form and containing such terms and conditions, with such changes, additions, deletions, amendments or modifications, as the officer or officers executing the same deem necessary, proper or advisable; and further

RESOLVED, that the form, terms and provisions of the Employment Agreements, substantially in the form which has been reviewed by the Member, be and hereby are authorized, adopted and approved, in such form and containing such terms and conditions, with such changes, additions, deletions, amendments or modifications, as the officer or officers executing the same deem necessary, proper or advisable; and further

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RESOLVED, that the Company is hereby authorized to issue, execute and deliver pursuant to the Purchase Agreement a Promissory Note in the aggregate principal amount of \$4,000,000 payable to the order of A Matter of Taste, Inc. (the "Note"), substantially in the form previously presented to the Member, and that the officers of the Company be, and each of them hereby is, authorized and directed, for and in the name of the Company, to negotiate, execute and deliver the Note.

2. Amended and Restated Limited Liability Company Agreement

RESOLVED, in connection with the consummation of the transactions contemplated by the Purchase Agreement, the Amended and Restated Limited Liability Company Agreement (the "A&R LLC Agreement"), in substantially the form previously submitted to and reviewed by the Member, be, and hereby is, authorized, adopted and approved in all respects; and further

RESOLVED, pursuant to the A&R LLC Agreement, MND Family Partners LLC ("Family Partners") is hereby admitted as a new member of the Company and the issuance of 3,285,714 Common Units (as defined in the A&R LLC Agreement) to Family Partners is hereby authorized and approved.

3. Appointment of Managers

RESOLVED, that Sean Epps, Ogden Phipps, Ian Snow and James Amos be, and hereby are, appointed as managers of the Company to serve in accordance with the A&R LLC Agreement and until their respective successors are duly elected and qualified or until their earlier resignation or removal.

4. Name Change

WHEREAS, the Certificate of Formation of the Company was filed with the Secretary of State of the State of Delaware on November 30, 2006;

WHEREAS, the Member believes that it is desirable and in the best interests of the Company to change its name from "Tasti Acquisition LLC" to "Tasti D-Lite LLC" at the Closing;

NOW, THEREFORE, BE IT:

RESOLVED, that the name of the Company be, with the approval of the Secretary of State of the State of Delaware, changed from "Tasti Acquisition LLC" to "Tasti D-Lite LLC" and to effect such change, the Certificate of Formation shall be amended such that paragraph 1 shall be amended to read in its entirety as follows:

"FIRST: The name of the limited liability company formed hereby is Tasti D-Lite LLC."

5. General Authorization

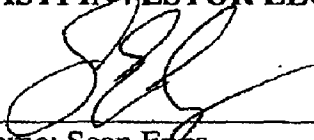
RESOLVED, that any Chief Executive Officer, Vice President, Secretary or Chief Financial Officer (each a "Proper Officer"), each of whom may act without the joinder of any other Proper Officer, be and hereby are, authorized, empowered and directed, for and on behalf of the Company to execute and deliver any and all documents or instruments, perform all acts, do all things and pay or cause to be paid all liabilities, expenses and costs as may be by any of them deemed necessary, appropriate or advisable in order to carry out the purposes of the foregoing resolutions; and further

RESOLVED, that any actions taken by any Proper Officer, for or on behalf of the Company prior to the date hereof that would have been authorized by these resolutions but for the fact that such actions were taken prior to the date hereof be, and hereby are, authorized, adopted, approved, confirmed and ratified in all respects as the actions of the Company.

[Signature Page Follows.]

IN WITNESS WHEREOF, the undersigned, being the sole Member of the Company, have executed this consent as of the date first written above.

TASTI INVESTOR LLC



Name: Sean Epps

Title: Authorized Signatory

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RECORDED: 11/29/2007

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