

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/03/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
IMP Foods, Inc.		03/03/2008	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	International Marine Products, Inc.
Street Address:	500 East 7th Street
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90014
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2692436	IMP FOODS

CORRESPONDENCE DATA

Fax Number: (212)354-8113
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-819-8200
 Email: trademarkdocket@whitecase.com
 Correspondent Name: Matthew Bart
 Address Line 1: White & Case LLP
 Address Line 2: 1155 Avenue of the Americas
 Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	1478802-0004
NAME OF SUBMITTER:	Matthew Bart
Signature:	/Matthew Bart/

CH \$40.00 2692436

Date:

06/12/2008

Total Attachments: 8

source=International Marine Products Inc (Agreement and Plan of Merger)#page1.tif

source=International Marine Products Inc (Agreement and Plan of Merger)#page2.tif

source=International Marine Products Inc (Agreement and Plan of Merger)#page3.tif

source=International Marine Products Inc (Agreement and Plan of Merger)#page4.tif

source=International Marine Products Inc (Agreement and Plan of Merger)#page5.tif

source=International Marine Products Inc (Agreement and Plan of Merger)#page6.tif

source=International Marine Products Inc (Agreement and Plan of Merger)#page7.tif

source=International Marine Products Inc (Agreement and Plan of Merger)#page8.tif



State of California Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 7 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

MAR 06 2008

Debra Bowen

DEBRA BOWEN
Secretary of State

A0673940

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

MAR 05 2008

AGREEMENT AND PLAN OF MERGER

OF

IMP FOODS, INC.
(a California corporation)

WITH AND INTO

INTERNATIONAL MARINE PRODUCTS, INC.
(a California corporation)

This AGREEMENT AND PLAN OF MERGER, dated as of March 3, 2008, is entered into by and between IMP FOODS, INC., a California corporation ("Merging Corporation"), and INTERNATIONAL MARINE PRODUCTS, INC., a California corporation ("IMP"). IMP and Merging Corporation are sometimes hereinafter referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the respective boards of directors of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations and in the best interest of the shareholders of the Constituent Corporations that Merging Corporation be merged with and into IMP (the "Merger") so that IMP shall be the surviving corporation of the Merger.

NOW, THEREFORE, the parties hereto hereby agree as follows:

SECTION ONE: THE MERGER

1.1 Merger. In the Merger, (a) Merging Corporation shall be merged with and into IMP, (b) the separate existence of Merging Corporation shall thereupon cease and (c) IMP shall be the surviving corporation (the "Surviving Corporation") and shall continue its corporate existence, with all of its purposes, objects, rights, privileges, powers, immunities and franchises, under the laws of the State of California unaffected and unimpaired by the Merger.

1.2 The Surviving Corporation. The Surviving Corporation shall succeed to all of the rights, privileges, immunities and franchises of Merging Corporation, all of the properties and assets of Merging Corporation and all of the debts, choses in action and other interests due or belonging to Merging Corporation and shall be subject to, and responsible for, all of the debts, liabilities and obligations of Merging Corporation with the effect set forth in the California Corporations Code.

1.3 Further Action. If at any time after the consummation of the Merger any further action is necessary or desirable to carry out the purposes of this Agreement and Plan of Merger or to vest the Surviving Corporation with the full right, title and possession to all assets, property, rights, privileges, immunities, powers and franchises of Merging Corporation, the officers and directors of the Surviving Corporation are fully authorized in the name of either or both of the Constituent Corporations or otherwise to take all such action.

SECTION TWO: CORPORATE GOVERNANCE MATTERS

2.1 Articles of Incorporation. Upon the consummation of the Merger, the Articles of Incorporation of IMP, as in effect immediately prior to the consummation of the Merger, shall be the Articles of Incorporation of the Surviving Corporation.

2.2 Bylaws. Upon the consummation of the Merger, the Bylaws of IMP, as in effect immediately prior to the consummation of the Merger, shall be the Bylaws of the Surviving Corporation.

2.3 Directors. Upon the consummation of the Merger, the directors of IMP immediately prior to the consummation of the Merger shall be the directors of the Surviving Corporation and shall hold office, subject to the applicable provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation, until their respective successors shall be duly elected or appointed and qualified.

2.4 Officers. Upon the consummation of the Merger, the officers of IMP immediately prior to the consummation of the Merger shall be the officers of the Surviving Corporation and shall hold office, subject to the applicable provisions of the Articles of Incorporation and Bylaws of the Surviving Corporation, until their respective successors shall be duly elected or appointed and qualified.

SECTION THREE: MANNER AND BASIS OF CONVERTING SHARES OF THE CONSTITUENT CORPORATIONS

3.1 Merging Corporation Stock. Upon the consummation of the Merger, each share of common stock of Merging Corporation outstanding immediately prior to the consummation of the Merger shall be cancelled without consideration.

3.2 IMP Stock. Upon the consummation of the Merger, each share of common stock of IMP outstanding immediately prior to the consummation of the Merger shall remain outstanding and shall continue to represent one share of common stock of the Surviving Corporation.

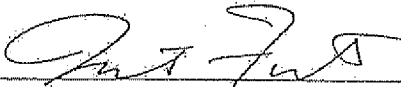
SECTION FOUR: MISCELLANEOUS


4.1 Amendment. This Agreement and Plan of Merger may be amended by the parties hereto any time before or after approval hereof by the shareholders of IMP or Merging Corporation, but after such approval, no amendment shall be made which by law requires the further approval of such shareholders without obtaining such approval. This Agreement and Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

4.2 Counterparts. In order to facilitate the filing and recording of this Agreement and Plan of Merger, the same may be executed in any number of counterparts, each of which shall be deemed to be an original.


IN WITNESS WHEREOF, the Constituent Corporations have caused this Agreement and Plan of Merger to be signed in their corporate names by an authorized officer as of the day and year first above written.

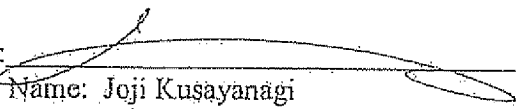
IMP FOODS, INC.,
a California corporation

By: 
Name: Masamitsu Furuta
Title: Chief Executive Officer

By: 
Name: Shigenori Yanagisawa
Title: Secretary

INTERNATIONAL MARINE PRODUCTS, INC.,
a California corporation

By: 
Name: Yoshitomo Gomi
Title: Chief Executive Officer and Chief
Financial Officer

By: 
Name: Joji Kusayanagi
Title: Secretary

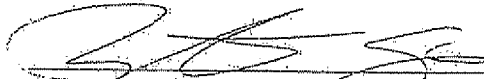
**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

Yoshitomo Gomi and Joji Kusayanagi certify that:

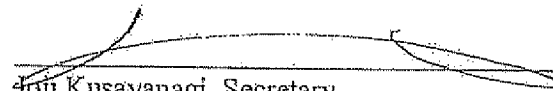
1. They are the Chief Executive Officer and Secretary, respectively, of International Marine Products, Inc., a California corporation.
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation which equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding and entitled to vote on the merger is 10,000.

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: March 3, 2008



Yoshitomo Gomi, Chief Executive Officer and
Chief Financial Officer



Joji Kusayanagi, Secretary

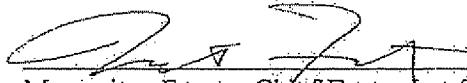
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

Masamitsu Furuta and Shigenori Yanagisawa certify that:

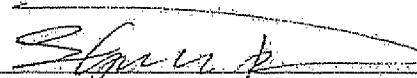
1. They are the Chief Executive Officer and Secretary, respectively, of IMP Foods, Inc., a California corporation.
2. The Agreement and Plan of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation which equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding and entitled to vote on the merger is 40,000.

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: March 3, 2008



Masamitsu Furuta, Chief Executive Officer



Shigenori Yanagisawa, Secretary

