

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Phil's Fresh Foods, Inc.		03/16/2009	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Burrito Holding Company, Inc.		
Street Address:	1845 Range Street		
Internal Address:	Unit A		
City:	Boulder		
State/Country:	COLORADO		
Postal Code:	80301		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3483641	PHIL'S FRESH FOODS	
Registration Number:	3487507	PHIL'S FRESH FOODS	
CORRESPONDENCE DATA			
Fax Number:	(720)566-4099		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	720-566-4000		
Email:	trademarks@cooley.com		
Correspondent Name:	Cooley Godward Kronish LLP		
Address Line 1:	380 Interlocken Crescent		
Address Line 2:	Suite 900		
Address Line 4:	Broomfield, COLORADO 80021-8023		
ATTORNEY DOCKET NUMBER:	308357-20000		
NAME OF SUBMITTER:	Andrew Hartman		

CH \$65.00 3483641

Signature:	/Andrew Hartman/
Date:	03/20/2009
Total Attachments: 3 source=Phil's - Certificate of Amendment to Certificate of Incorporation#page1.tif source=Phil's - Certificate of Amendment to Certificate of Incorporation#page2.tif source=Phil's - Certificate of Amendment to Certificate of Incorporation#page3.tif	

Delaware

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The First State

I, JEFFREY W. BULLOCK, 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 "PHIL'S FRESH FOODS, INC.", CHANGING ITS NAME FROM "PHIL'S FRESH FOODS, INC." TO "BURRITO HOLDING COMPANY, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF MARCH, A.D. 2009, AT 9:17 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

4406633 8100

090268459



You may verify this certificate online
at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

AUTHENTICATION: 7187448

DATE: 03-16-09

TRADEMARK
REEL: 003956 FRAME: 0659

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION
OF
PHIL'S FRESH FOODS, INC.**

Philip Mark Anson hereby certifies that:

ONE: He is the duly elected and acting President of Phil's Fresh Foods, Inc., a Delaware corporation.

TWO: The date of filing the original Certificate of Incorporation of this company with the Secretary of State of the State of Delaware was August 13, 2007.

THREE: Article I of the Certificate of Incorporation of the Company is hereby amended to read in full as follows:

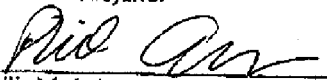
"The name of this corporation is Burrito Holding Company, Inc."

FOUR: Thereafter, pursuant to a resolution by the Board of Directors of the Corporation, this Certificate of Amendment was submitted to the stockholders of the corporation for their approval in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware. Accordingly, said proposed Certificate of Amendment has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Phil's Fresh Foods, Inc. has caused this CERTIFICATE OF AMENDMENT TO THE CERTIFICATE OF INCORPORATION to be signed by its President this 16th day of March, 2009.

PHIL'S FRESH FOODS, INC.

By:


Philip Mark Anson
President