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U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Yummy Brands Incorporated

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation- State: New York
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Simply Brands Incorporated

Internal

Address: _____

Street Address: P.O. Box 6411

City: Astoria

State: New York

Country: USA Zip: 11106

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship New York State
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) JANUARY 26, 2009

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

76/694,440

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Simply Yummy

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Bruce L. Adams

Internal Address: _____

Street Address: Adams & Wilks

17 Battery Place, Suite 1231

City: New York

State: NY Zip: 10004

Phone Number: 212-809-3700

Fax Number: 212-809-3704

Email Address: _____

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged to deposit account
- Enclosed

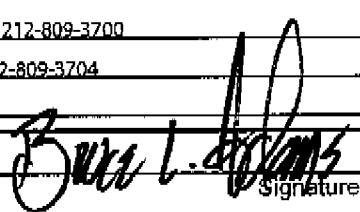
8. Payment Information:

Previously paid--see attached
Recordation Form Cover Sheet

Deposit Account Number 01-0268

Authorized User Name Bruce L. Adams

9. Signature:


Signature

Date

Bruce L. Adams

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

3

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

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New York State
Department of State
Division of Corporations, State Records
and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

Yummy Brands Incorporated
(Insert Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

FIRST: The name of the corporation is:

Yummy Brands Incorporated

If the name of the corporation has been changed, the name under which it was formed is:

Yummie Brands Incorporated

SECOND: The date of filing of the certificate of incorporation with the Department of State is:

2/14/2008

THIRD: The amendment effected by this certificate of amendment is as follows: (Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the corporation would read as follows: Paragraph First of the Certificate of Incorporation relating to the corporation name is hereby amended to read as follows: First: The name of the corporation is ... (new name) ...)

Paragraph FIRST of the Certificate of Incorporation relating to

the corporation name

is hereby amended to read in its entirety as follows:

FIRST: The name of the corporation is
Simply Brands Incorporated

090126000110

Paragraph of the Certificate of Incorporation relating to

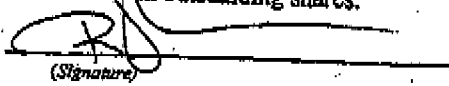
090126000110

is hereby amended to read in its entirety as follows:

MS OK

FOURTH: The certificate of amendment was authorized by: (Check the appropriate box)

- The vote of the board of directors followed by a vote of a majority of all outstanding shares entitled to vote thereon at a meeting of shareholders.
- The vote of the board of directors followed by the unanimous written consent of the holders of all outstanding shares.


(Signature)

ROYA SALAHIAN
(Name of Signer)
PRESIDENT
(Title of Signer)

FILED

2009 JAN 26 AM 11:39

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

Yummy Brands Incorporated
(Draft Name of Domestic Corporation)

Under Section 805 of the Business Corporation Law

Filer's Name ROYA SALAHIAN

Address P.O. BOX 6411

City, State and Zip Code ASTORIA, NY - 11106

IPL 2CC
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN 26 2009

TAXS

BY: 
QUEENS

NOTE: This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. This certificate must be submitted with a \$60 filing fee, plus the required tax on shares pursuant to §180 of the Tax Law, if applicable.

For Office Use Only

2009 JAN 23 PM 3:03 -2-

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