

11-03-2009

Electronic Version v1.1
Stylesheet Version v1.1



103579518

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
New Zealand Lamb Cooperative, Inc.		09/08/2009	CORPORATION: <i>New Jersey</i>

RECEIVING PARTY DATA

Name:	The Lamb Cooperative, Inc.
Street Address:	20 Westport Road, Suite 320
City:	Wilton
State/Country:	CONNECTICUT
Postal Code:	06897
Entity Type:	CORPORATION: <i>New Jersey</i>

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	2766242	FOUR SEASONS
Registration Number:	2766240	FOUR SEASONS
Registration Number:	2838302	DIAMOND VALLEY
Registration Number:	2809810	DIAMOND VALLEY

CORRESPONDENCE DATA

Fax Number: (858)523-4329
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 858-720-8335
 Email: mbrook@luce.com
 Correspondent Name: Mitchell P. Brook
 Address Line 1: 11888 El Camino Real, Suite 200
 Address Line 4: San Diego, CALIFORNIA 92130-2594

ATTORNEY DOCKET NUMBER:	33521-4
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NAME OF SUBMITTER:	Mitchell P. Brook
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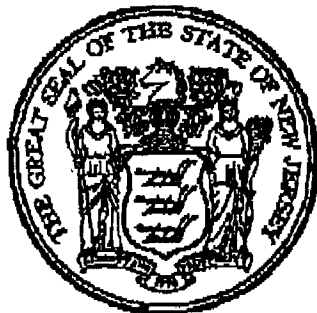
CH \$115.00 2766242

Signature:	/Mitchell P. Brook/
Date:	10/28/2009
Total Attachments: 5 source=J.2 - NJ Certificate of Amendment - filed#page1.tif source=J.2 - NJ Certificate of Amendment - filed#page2.tif source=J.2 - NJ Certificate of Amendment - filed#page3.tif source=J.2 - NJ Certificate of Amendment - filed#page4.tif source=J.2 - NJ Certificate of Amendment - filed#page5.tif	

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

THE LAMB CO-OPERATIVE, INC.
0100830156

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department a
Certificate of Amendment on September 11th, 2009
and that the attached is a true copy of this
document as the same is taken from and compared
with the original(s) filed in this office and now
remaining on file and of record.*



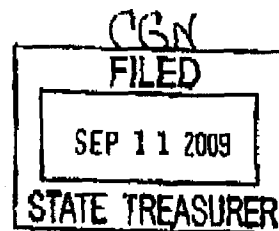
Certificate Number: 115283039

Verify this certificate online at

https://www1.state.nj.us/TXTR_StandbyCertJSP/Verify_Cert.jsp

*IN TESTIMONY WHEREOF, I have
heretanto set my hand and affixed
my Official Seal at Trenton, this
14th day of September, 2009*

*R. David Rousseau
State Treasurer*



New Jersey Division of Revenue
Certificate of Amendment to the Certificate of Incorporation
(For Use by Domestic Profit Corporations)

0100830156

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is: NEW ZEALAND LAMB COOPERATIVE, INC.
2. The following amendments to the Certificate of Incorporation were approved by the directors and thereafter duly adopted by the shareholders of the corporation on the 8th day of September, 2009.

Resolved, that Articles "FIRST" and "THIRD" of the Certificate of Incorporation be amended to read as follows:

"FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is THE LAMB CO-OPERATIVE, INC."

and

"THIRD: The aggregate number of shares which the Corporation shall have the authority to issue is Thirty Million One Thousand (30,001,000) shares, of which Twenty Million One Thousand (20,001,000) shares shall be shares of common stock, no par value per share ("Common Stock"), and Ten Million (10,000,000) shares shall be shares of Preferred Stock, which shares shall have a par value of One Dollar (\$1.00) per share and shall be designated as Class D Preferred Stock ("Class D Preferred Stock").

The shares of Common Stock shall be divided into (a) One Thousand (1,000) shares which shall be designated as common stock, (b) Ten Million (10,000,000) shares which shall be designated as Class A Common Stock ("Class A Common Stock"), and (c) Ten Million (10,000,000) shares which shall be designated as Class N Common Stock ("Class N Common Stock").

For purposes of the following provisions, the class of stock referred to in clause (a) of the above paragraph shall be referred to for convenience as "Existing Common Stock." The relative rights, preferences and limitations of the shares of each class of stock are:

EXISTING COMMON STOCK

Voting: The holders of Existing Common Stock shall vote separately, as a class, to authorize any shareholder action.

Dividends: The holders of Existing Common Stock shall be entitled to receive a dividend when and as declared by the board of directors of the Corporation, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Stock. Such dividend may be declared and distributed to the exclusion of dividends to other classes of stock of the Corporation, provided that no dividend may be paid on any class of stock if such dividend declaration would impair the ability of the corporation to redeem shares of Class D Preferred Stock.

Liquidation: The holders of Existing Common Stock shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Stock, and pro rata, share for share, with the Class A Common Stock and Class N Common Stock, to receive the remaining property of the Corporation on a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

CLASS A COMMON STOCK

Voting: The holders of Class A Common Stock shall vote separately, as a class, to authorize any shareholder action.

Dividends: The holders of Class A Common Stock shall be entitled to receive a dividend when and as declared by the board of directors of the Corporation, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Stock. No dividend may be declared upon the Class A Common Stock unless an equal per share dividend is declared on the Class N Common Stock. The amount per share of each dividend on the Class A Common Stock shall be determined by the board of directors of the Corporation at the time of declaration.

Liquidation: The holders of Class A Common Stock shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Stock, and pro rata, share for share, with the Existing Common Stock and Class N Common Stock, to receive the remaining property of the Corporation on a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Conversion: At any time and from time to time, upon notice in writing to the Corporation and subject to the approval of the board of directors of the Corporation in each case, the holders of Class A Common Stock may convert all or any of those shares for the same number of shares of Class N Common Stock. If the conversion has been approved by the board of directors of the Corporation, the Corporation shall, upon receiving notice to convert, allot the number of shares of Class N Common Stock provided for herein and shall issue such shares upon receiving certificates representing the shares of Class A Common Stock for cancellation.

CLASS N COMMON STOCK

Voting: The holders of Class N Common Stock shall vote separately, as a class, to authorize any shareholder action.

Dividends: The holders of Class N Common Stock shall be entitled to receive a dividend when and as declared by the board of directors of the Corporation, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Stock. No dividend may be declared upon the Class N Common Stock unless an equal per share dividend is declared on the Class A Common Stock. The amount per share of each dividend on the Class N Common Stock shall be determined by the board of directors of the Corporation at the time of declaration.

Liquidation: The holders of Class N Common Stock shall be entitled, subject to the rights, privileges, restrictions and conditions attaching to the Preferred Stock, and pro rata, share for share, with the Existing Common Stock and Class A Common Stock, to receive the remaining property of the Corporation on a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary.

Conversion: At any time and from time to time, upon notice in writing to the Corporation and subject to the approval of the board of directors of the Corporation in each case, the holders of Class N Common Stock may convert all or any of those shares for the same number of shares of Class A Common Stock. If the conversion has been approved by the board of directors of the Corporation, the Corporation shall, upon receiving notice to convert, allot the number of shares of Class A Common Stock provided for herein and shall issue such shares upon receiving certificates representing the shares of Class N Common Stock for cancellation.

CLASS D PREFERRED STOCK

Voting: Except as otherwise provided by law, the holders of Class D Preferred Stock shall have no voting rights.

Dividends: Dividends on shares of Class D Preferred Stock shall accrue and shall be cumulative from the date of issuance of such shares. For each outstanding share of Class D Preferred Stock, dividends shall be payable cumulatively at a rate equal to \$0.025 per annum. Such dividend shall be paid (a) upon any liquidation, dissolution or winding up of the Corporation, as set forth below, and (b) at such times as determined by the board of directors. Such dividend may be paid to the exclusion of dividends to other classes of stock of the Corporation.

Liquidation: Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Class D Preferred Stock shall be entitled to the following liquidation priority rights: (i) payment of the par value of the shares of Class D Preferred Stock owned (i.e., \$1.00 per share of Class D Preferred Stock), and (ii) payment of dividends accrued on the shares of Class D Preferred Stock through the par value payment date. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, no distribution may be made to the holders of Common Stock unless, prior thereto, the Corporation shall have satisfied in full the liquidation priority rights of the Class D Preferred Stock. The holders of Class D Preferred Stock shall have no other rights in connection with any liquidation, dissolution or winding up of the Corporation, other than the right to receive the payments described above.

3. The number of shares outstanding at the time of the adoption of the amendment was: 1,000 shares of common stock

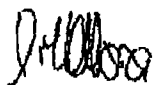
The total number of shares entitled to vote thereon was: 1,000 shares of common stock.

4. The number of shares voting for and against such amendment is as follows:

<u>Number of Shares Voting for Amendment</u>	<u>Number of Shares Voting Against Amendment</u>
1,000	0

5. Each currently issued and outstanding share of common stock of the Corporation shall remain issued and outstanding without change. No shares of Class A Common Stock, Class B Common Stock, or Class D Preferred Stock, shall be issued to the shareholders of the Corporation by virtue of the filing hereof.

BY:



 Name: Shane O'Hara
 Title: President

Dated this 8th day of September, 2009.

Acknowledged:



 Name: Edward J. Michaud
 Title: Secretary

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