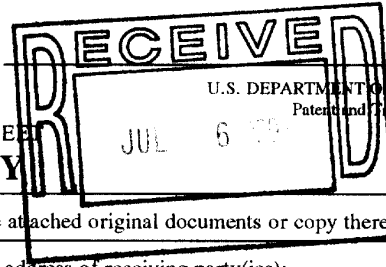


07-14-1998

FORM PTO-1594
1-31-92



100763011
TRADEMARKS ONLY



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Arrowhead Mills, Inc.
110 S. Lawton Street
Hereford, Texas 79045

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of Texas
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: AMI Operating, Inc.

Street Address: 110 S. Lawton Street

City: Hereford State: Texas ZIP: 79045

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation - State of Texas _____
 Other - _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: November 13, 1997

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)
Additional name(s) and address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)	B. Trademark Registration No.(s)		
	1. 2,005,428	5. 1,952,058	9. 1,302,890
	2. 1,874,024	6. 1,084,963	10. 1,313,714
	3. 1,133,242	7. 1,338,248	11. 1,346,612
	4. 1,126,737	8. 1,646,507	

Additional numbers attached? Yes No

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

Name: Joan T. Pinaire, Esq.
Internal Address: McCarter & English, LLP
4 Gateway Center

Street Address: 100 Mulberry Street

City: Newark State: New Jersey ZIP: 07101

6. Total number of applications and registrations involved: 11

7. Total Fee (37 CFR 3.41): \$ 290.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account.)

07/08/1998 SSMITH 00000027 2005428

DO NOT USE THIS SPACE

01 FC/481 40.00 DP
02 FC/482 250.00 DP

9. Statement and Signature.
To the best of your knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Joan T. Pinaire
Name of Person Signing

Signature

July 2, 1998
Date

Total number of pages comprising cover sheet: 4

FILED
 In the Office of the
 Secretary of State of Texas
 NOV 14 1997
 CORPORATIONS SECTION

ARTICLES OF MERGER
 OF
 ARROWHEAD ACQUISITION I, INC.
 WITH AND INTO
 ARROWHEAD MILLS, INC.

Pursuant to the provisions of Article 5.04 of the Texas Business Corporation Act ("TBCA"), the undersigned corporations adopt the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of Article 5.03(H) of the TBCA.

1. The name of each of the undersigned corporations and the laws under which such corporation was organized are:

<u>Name</u>	<u>State of Incorporation</u>
Arrowhead Acquisition I, Inc.	Texas
Arrowhead Mills, Inc.	Texas

2. A Contribution and Merger Agreement dated as of November 14, 1997 among Arrowhead Mills, Inc., AMI Holdings, Inc., a Texas corporation, Arrowhead Acquisition I, Inc., Dana Alexander Inc., a New York corporation, and the shareholders of Dana Alexander Inc. (the "Merger Agreement") has been approved in accordance with the provisions of Article 5.03(H) of the TBCA providing for the merger of Arrowhead Acquisition I, Inc., a Texas corporation, with and into Arrowhead Mills, Inc., a Texas corporation, and resulting in Arrowhead Mills, Inc. being the surviving corporation in the merger.

3. After the merger, the surviving corporation in the merger will be a direct wholly owned subsidiary of a holding company in accordance with Article 5.03(H)(1) of the TBCA.

4. The name of the holding company described above is AMI Holdings, Inc., a Texas corporation.

5. In accordance with Article 5.03(H)(3) of the TBCA, each share or fraction of a share of Arrowhead Mills, Inc. outstanding immediately prior to the effectiveness of the merger will be converted pursuant to the merger into a share or fraction of a share of capital stock of the holding company having the same designations, preferences, limitations, and relative rights as a share of Arrowhead Mills, Inc. being converted in the merger.

6. The Articles of Incorporation of the surviving corporation shall be amended as follows:

(A) Article One of the Articles of Incorporation of the surviving corporation is hereby amended to read in its entirety as follows:

"ARTICLE ONE

The name of the corporation is AMI Operating, Inc."

(B) Article Ten of the Articles of Incorporation of the surviving corporation is hereby amended to add the following additional provision as the last paragraph of such Article Ten:

"Any act or transaction of the corporation that requires the approval of the shareholders under either the Texas Business Corporation Act or these Restated Articles of Incorporation shall require the approval of the shareholders of Arrowhead Mills, Inc. pursuant to Article 5.03(H)(6)(a) of the Texas Business Corporation Act by the same vote as is required under either the Texas Business Corporation Act or these Restated Articles of Incorporation, as the case may be."

7. The complete executed Merger Agreement is on file at the principal place of business of Arrowhead Mills, Inc. located at 110 S. Lawton Street, Hereford, Texas 79045, and a copy of the Merger Agreement will be furnished by Arrowhead Mills, Inc., on written request and without cost, to any shareholder of each domestic corporation that is a party to or created by the Merger Agreement.


8. Arrowhead Mills, Inc. is an indirect holder of all of the issued and outstanding shares of Common Stock of Arrowhead Acquisition I, Inc. The Merger Agreement was approved and adopted by the Board of Directors of Arrowhead Mills, Inc. at a meeting duly called and held on November 12, 1997 and, in accordance with the provisions of Article 5.03(H) of the TBCA, no shareholder approval of either entity in the merger is required.

9. Arrowhead Mills, Inc., the surviving corporation, will be responsible for the payment of all fees and franchise taxes of Arrowhead Acquisition I, Inc. and will be obliged to pay such fees and franchise taxes if the same are not timely paid.


Pursuant to Article 10.03 of the TBCA, this merger shall be effective upon the execution of a certificate by an officer of Dana Alexander Inc. and an officer of Arrowhead Mills, Inc. stating that the transactions contemplated by the Merger Agreement have been consummated. The date that is ninety days after the filing of these Articles of Merger is February 11, 1998.

Dated: November 13, 1997

ARROWHEAD MILLS, INC.

By: 
Mark Novak
Chief Executive Officer and President

ARROWHEAD ACQUISITION I, INC.

By: 
Mark Novak
President and Secretary