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Form PTQ 1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



MD 8-12-99

To the Honorable Commission

101123363

attached original documents or copy thereof.

1. Name of conveying party(ies):

J.R. Brooks & Son, Inc. 18400 S.W. 256th Street Homestead, Florida 33090

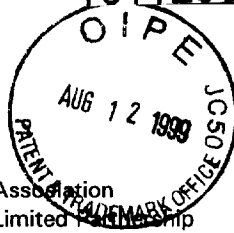
- Individual(s) Association General Partnership Limited Partnership Corporation-State of Florida Other

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: January 4, 1995



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

Name: Brooks Tropicals, Inc. Internal Address: Street Address: 18400 S.W. 256th Street City: State: Zip: Homestead, Florida 33090

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

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) & address(es) attached? [] Yes [] No

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

A. Trademark Application No.(s)

B. Trademark registration No.(s) 1,828,977

Additional numbers attached? [] Yes [x] No

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

Name: Francis J. Duffin, Esq. Internal Address: Wiggin & Dana Street Address: One Century Tower City: New Haven State: CT Zip: 06508-1832

CERTIFICATE OF MAILING BY "EXPRESS MAIL"

"Express Mail" mailing label Number [EL158 8298 US]

I hereby certify that this correspondence is addressed to the Commissioner of Patents & Trademarks, Box Assignments, Washington, DC 20231, and is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service on 8/12/99

(Printed or typed name of person mailing the paper or fee) Karen S. V

(Signature of the person mailing the paper or fee) KMGill

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$40.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

23-1665

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.

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

Francis J. Duffin, Esq. Name of Person Signing

Signature

Date

8/12/99

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on January 9, 1995, to Articles of Incorporation for J. R. BROOKS & SON INC. which changed its name to BROOKS TROPICALS, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 259272.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Ninth day of January, 1995



CR2E022 (2-91)

Sandra B. Northam

Sandra B. Northam
Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
J. R. BROOKS & SON, INC.

FILED
1995 JAN -9 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is J. R. BROOKS & SON, INC. (the "Corporation").
2. The following amendment of the Articles of Incorporation was agreed to and adopted by the directors and sole shareholder of the Corporation on the 1st day of January, 1995, in the manner prescribed by Section 607.1003 of the Florida Business Corporation Act:

ARTICLE I of the Articles of Incorporation of the Corporation shall be amended to read as follows:

"ARTICLE I

The name of the Corporation shall be BROOKS TROPICALS, INC., and its address shall be 18400 S.W. 256th Street, Homestead, Florida 33090."

Dated: 1/4/95

J. R. BROOKS & SON, INC.,
a Florida corporation

By: [Signature]

N. P. Brooks, President

Attest: [Signature]

Dorothy Zaharako, Secretary

MIAMI 340078.1 - J52