

02-08-2001

FORM PTO-1595  
1-31-92



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

101608000  
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):

THE HAIN FOOD GROUP, INC.  
50 Charles Lindbergh Boulevard  
Uniondale, New York 11553

1.31.01

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

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

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

Name: THE HAIN CELESTIAL GROUP, INC.

Internal Address:

Street Address: 50 Charles Lindbergh Boulevard

City: Uniondale State: N.Y. ZIP: 11553

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State of Delaware
- Other \_\_\_\_\_

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: May 30, 2000

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

If this document is being filed together with a new application, the execution date of the application is \_\_\_\_\_.

A. Trademark Application No.(s)

SEE SCHEDULE A.

B. Trademark No.(s)

Additional numbers attached?  Yes  No

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

Name: Robert W. Smith, Esq.

Internal Address: McCarter & English, LLP  
4 Gateway Center

Street Address: 100 Mulberry Street  
City: Newark State: NJ ZIP: 07101

6. Total number of applications and trademarks involved: [ 73 ]

7. Total Fee (37 CFR 3.41): \$ 1,840.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:

501402  
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Robert W. Smith  
Name of Person Signing

Robert W. Smith  
Signature

January 31, 2001  
Date

Total number of pages comprising cover sheet: [ 12 ]

NWK2: 80617.01

TRADEMARK  
REEL: 002225 FRAME: 0749

**SCHEDULE A**  
**List of Trademarks to be Recorded**

**I. APPLICATIONS**

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
SMART TREATS	75/186,425	10/22/96
SMART TREATS	75/186,426	10/22/96
SMART TREATS	75/979,823	10/22/96
SMART TREATS	75/186,432	10/22/96
ORGANIC PITA CLASSICS	75/612,378	12/28/98
WHEATETTES	75/656,173	03/08/99
BEAR BITES	75/656,172	03/08/99
EARTH'S BEST	75/816,464	10/06/99
EARTH'S BEST & Design	75/816,466	10/06/99
SOY O'S	75/839,688	11/03/99
SOY PROTEIN & Design	75/883,286	12/29/99
SUPERPUDDING (Stylized)	76/021,428	04/10/00
SMARTLITE	76/021,445	04/10/00
SMARTPLUS	76/021,446	04/10/00
RECIPE SHORTCUTS	76/053,286	05/22/00

## II. REGISTRATIONS

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
ALBA	568,453	12/30/52
ALBA	895,609	07/28/70
ALBA '66	942,896	09/12/72
ALBA '77	942,895	09/12/72
ALBA FOODS	1,058,635	02/08/77
ALBACAL	740,281	11/06/62
BOSTON LITE	1,777,523	06/15/93
BOSTON LITE (STYLIZED)	1,777,522	06/15/93
BOSTON'S THE BEST YOU'VE EVER TASTED & Design	1,883,761	03/14/95
CALIFORNIA SLIM	1,941,910	12/19/95
COOKIE JAR BITS	2,168,277	06/23/98
CRISPETTES	2,374,710	08/08/00
DIA-MEL	1,223,866	01/18/83
DIA-MEL DIET-CONTROL & Design	804,351	02/22/66
EARTH'S BEST	1,560,438	10/17/89
EARTH'S BEST	2,064,061	05/20/97
EARTH'S BEST	2,289,989	11/02/99
ESTEE (Stylized)	781,486	12/08/64
ESTEE & Design	1,157,503	06/09/81
ESTEE & Design	439,697	07/13/48

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
ESTEE & Design	1,510,329	10/25/88
ESTEE & Design	1,135,451	05/20/80
ESTEEM	1,932,328	10/31/95
ESTEE TASTE, NUTRITION AND HEALTH TRUSTED FOR OVER 40 YEARS & Design	1,749,216	01/26/93
ESTEE TASTE, NUTRITION AND HEALTH TRUSTED FOR OVER 40 YEARS & Design	1,805,476	11/16/93
EVERYTHING PRETZELS	2,066,776	06/03/97
FARM FOODS & Design	1,726,706	10/20/92
FARM FOODS & Design	1,676,018	02/18/92
FEATHERWEIGHT & Design	1,511,922	11/08/88
HAMPTON RECIPE	1,523,690	02/07/89
HARD CRUNCH	1,657,527	09/17/91
HARRY'S GARDEN	1,739,179	12/08/92
HARRY'S PREMIUM SNACKS & Design	2,036,489	02/11/97
HARRY'S RIO GRANDE	1,622,733	11/13/90
HARRY'S SOUR DOUGH PRETZELS	1,731,395	11/10/92
ICE BEAN & Design	1,676,019	02/18/92
LIGHTER CHOICE	1,964,015	03/26/96
LIGHTER CHOICE & Design	2,108,179	10/28/97
MINI MUNCHIES	2,110,076	10/28/97
MISCELLANEOUS DESIGN (Cart)	1,775,378	06/08/93
MISCELLANEOUS DESIGN (Cable Car)	1,659,961	10/08/91

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>
MISCELLANEOUS DESIGN (Egyptian Person)	1,958,878	02/27/96
NILE SPICE	1,958,879	02/27/96
ORIENTAL GARDEN	1,397,792	06/17/86
PARLAYS	1,187,010	01/19/82
PIZSOY	2,338,791	04/04/00
PLAIN OR FANCY SIPPIN' YOGURT	1,196,559	05/25/82
RICE SUPREME	2,304,952	12/28/99
SIPPIN' YOGURT	1,196,558	05/25/82
SIPPIN' YOGURT & Design	1,196,560	05/25/82
SOY SUPREME	2,327,417	03/07/00
SPECIAL FOODS FOR SPECIAL DIETS	1,184,421	01/05/82
SUPERFRUITS (Stylized)	2,314,255	02/01/00
SWEET'N-IT	1,322,799	03/05/85
THE BEST POPCORN IS HERE! & Design	1,874,074	01/17/95
THE POPCORN IS COMING! THE POPCORN IS COMING! & Design	1,874,073	01/17/95
TOFULITE	1,416,838	11/11/86
WHOLE WHEAT HONEYS	2,009,671	10/22/96

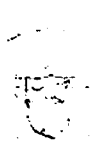
State of Delaware

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Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "THE HAIN FOOD GROUP, INC.", CHANGING ITS NAME FROM "THE HAIN FOOD GROUP, INC." TO "THE HAIN CELESTIAL GROUP, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF MAY, A.D. 2000, AT 1:30 O'CLOCK P.M.

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



*Edward J. Freel*  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

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001272342

AUTHENTICATED

0466245

05-30-00

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
THE HAIN FOOD GROUP, INC.**

The undersigned, for the purposes of amending and restating the Certificate of Incorporation of The Hain Food Group, Inc., a Delaware corporation (the "Corporation"), does hereby certify that:

I. On May 19, 1993, the Corporation (under the name "21<sup>st</sup> Century Food Corp.") filed its original Certificate of Incorporation with the Secretary of State of the State of Delaware, thereby causing the Corporation to become organized and existing under and by virtue of the General Corporation Law of the State of Delaware, as amended (the "DGCL").

II. On May 28, 1993, the Corporation filed a Certificate of Amendment with the Secretary of State of the State of Delaware, changing the name of the Corporation to "21<sup>st</sup> Century Food Products Corp."

III. On October 1, 1993, the Corporation filed a Certificate of Amendment with the Secretary of State of the State of Delaware, permitting the Corporation to issue a class of common stock and a class of preferred stock.

IV. On October 14, 1993, the Corporation filed a Certificate of Amendment with the Secretary of State of the State of Delaware, changing the name of the Corporation to "Kineret Acquisition Corp.," increasing the aggregate number of authorized shares to 20,000,000 (comprised of 15,000,000 shares of common stock and 5,000,000 shares of preferred stock) and changing its registered office and agent.

V. On December 7, 1994, the Corporation filed a Certificate of Amendment with the Secretary of State of the State of Delaware, changing the name of the Corporation to "The Hain Food Group, Inc." and increasing the aggregate number of authorized shares to 45,000,000 (comprised of 40,000,000 shares of common stock and 5,000,000 shares of preferred stock).

VI. The Amended and Restated Certificate of Incorporation set forth below has been duly adopted in accordance with the provisions of Section 242 and Section 243 of the DGCL:

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**ARTICLE FIRST:** *Name.* The name of the Corporation is The Hain Celestial Group, Inc.

**ARTICLE SECOND:** *Registered Office and Agent.* The address of the Corporation's registered office in the State of Delaware is 1013 Centre Road, in the City of Wilmington, County of New Castle, Delaware 19805. The name of its registered agent at such address is The Prentice-Hall Corporation System, Inc.

**ARTICLE THIRD:** *Purpose.* The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

**ARTICLE FOURTH:** *Stock.* The aggregate number of shares which the Corporation shall have authority to issue is 105,000,000 shares, \$.01 par value per share consisting of:

1. 100,000,000 shares of Common Stock, \$.01 par value per share (the "Common Stock"); and
2. 5,000,000 shares of Preferred Stock, \$.01 par value per share (the "Preferred Stock").

*Common Stock:*

(a) Each share of Common Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Stock unless the same dividend is paid on all shares of Common Stock outstanding at the time of such payment.

(b) Except for and subject to those rights expressly granted to the holders of the Preferred Stock, or except as may be provided by the DGCL, the holders of Common Stock shall have exclusively all other rights of stockholders including, but not by way of limitation, (i) the right to receive dividends, when, as and if declared by the Board of Directors out of assets lawfully available therefor, and (ii) in the event of any distribution of assets upon liquidation, dissolution or winding up of the Corporation or otherwise, the right to receive ratably and equally all the assets and funds of the Corporation remaining after payment to the holders of the Preferred Stock of the Corporation of the specific amounts which they are entitled to receive upon such liquidation, dissolution or winding up of the Corporation as herein provided.

(c) In the event that the holder of any share of Common Stock shall receive any payment of any dividend on, liquidation of, or other amounts payable with respect to, any



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shares of Common Stock, which he is not then entitled to receive, he will forthwith deliver the same to the holders of shares of the Preferred Stock in the form received, and until it is so delivered will hold the same in trust for such holders.

(d) Each holder of shares of Common Stock shall be entitled to one vote for each share of such Common Stock held by him, and voting power with respect to all classes of securities of the Corporation shall be vested solely in the Common Stock, other than as specifically provided in the Corporation's Certificate of Incorporation, as it may be amended, with respect to the Preferred Stock.

*Preferred Stock.* Authority is hereby vested in the Board of Directors of the Corporation to provide for the issuance of Preferred Stock and in connection therewith to fix by resolution providing for the issue of such series, the number of shares to be included and such of the preferences and relative participating, optional or other special rights and limitations of such series, including, without limitation, rights of redemption or conversion into Common Stock, to the fullest extent now or hereafter permitted by the DGCL.

**ARTICLE FIFTH:** The board of directors is expressly authorized to adopt, amend or repeal the by-laws of the Corporation.

**ARTICLE SIXTH:** *Election of Directors.* Elections of directors need not be by written ballot unless the by-laws of the Corporation shall otherwise provide.

**ARTICLE SEVENTH:** *Contracts.* Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of the DGCL order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which said application has been made, be binding on all the creditors or class of creditors, and/or on all of the stockholders or class of stockholders of this Corporation, as the case may be, and also on this Corporation.

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**ARTICLE EIGHTH: Amendments.** The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE NINTH: Liability of Directors.** No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit.

**ARTICLE TENTH: Indemnification.** Except as may otherwise be specifically provided in this certificate of incorporation, no provision of this certificate of incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the DGCL upon the Corporation, upon its stockholders, bondholders and security holders, and upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors and officers in the capacities defined and prescribed by the DGCL and the defined and prescribed rights of said persons to indemnification as the same are conferred under the DGCL; provided, however, that the indemnification provisions contained in the DGCL shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, resolution of shareholders or disinterested directors, or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, both as to action in his official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of such person.

**ARTICLE ELEVENTH: Directors.** In the event of any vacancy in the Corporation's Board of Directors, whether arising from death, resignation, removal (with or without cause), an increase in the number of directors or any other cause, the stockholders of the Corporation shall not have the right to apply to the Delaware Court of Chancery in order to request said Court to summarily order an election to be held to fill any such vacancy.

The foregoing Amended and Restated Certificate of Incorporation was duly adopted by a meeting of and by unanimous written consent of the directors of, and by a meeting of the stockholders of, the Corporation in accordance with the provisions of Sections 141, 228, 242, 245 of the DGCL.

**IN WITNESS WHEREOF**, the undersigned hereby executes his name and affirms that the statements made herein are true under the penalties of perjury, this 30th day of May, 2000.

A handwritten signature in black ink, appearing to read 'John D. Simon', written over a horizontal line.

**John D. Simon**  
Chairman of the Board,  
President and Chief Executive  
officer