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Form: PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Brice Foods, Inc.

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

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

2. Name and address of receiving party(ies)
Name: Kayla Foods, Inc.
Internal Address: _____
Street Address: 4175 Veterans Highway
City: Ronkonkoma State: N.Y. Zip: 11779

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

3. Nature of conveyance:
Assignment | Merger
Security Agreement X | Change of Name
Other _____
Execution Date: June 15, 1996

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,912,822

Additional number(s) attached Yes X No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Nicole B. Emmons
Baker & McKenzie
Internal Address: _____

Street Address: 2001 Ross Avenue, Suite 2300

City: Dallas, State: Texas Zip: 75201

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:
13-0480

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

DO NOT USE THIS SPACE

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.

Nicole B. Emmons Nicole B. Emmons 10-18-01
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

12/05/2001 DBYRNE 00000143 1912822
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

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The State of Texas

SECRETARY OF STATE

IT IS HEREBY CERTIFIED that the attached is/are true and correct copies of the following described document(s) on file in this office:

KAYLA FOODS, INC.
FORMERLY: BRICE FOODS, INC.
FILE NO. 425245

ARTICLES OF AMENDMENT

AUGUST 19, 1996



IN TESTIMONY WHEREOF, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in the City of Austin, on September 16, 1999.

Elton Bomer
Secretary of State

BAM

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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BRICE FOODS, INC.

FILED
In the Office of the
Secretary of State of Texas
AUG 19 1996
Corporations Section

Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE

The name of the corporation is Brice Foods, Inc. (charter number - 425245).

ARTICLE TWO

The following amendment to the Articles of Incorporation was adopted by the shareholders of the corporation on June 15, 1996. The amendment alters the original Articles of Incorporation. The nature and full text of the amendment is as follows:

(a) Article One is amended by deleting the original Article One and substituting therefor a new Article One which shall read in its entirety as follows:

ARTICLE ONE

The name of the corporation is KAYLA FOODS, INC.

ARTICLE THREE

The number of shares of the corporation outstanding at the time of such adoption was ten million (10,000,000); and the number of shares entitled to vote thereon was five million (5,000,000).

The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows:

<u>CLASS</u>	<u>NUMBER OF SHARES</u>
A	5,000,000

ARTICLE FOUR

The holders of all of the shares outstanding and entitled to vote on said amendment have signed a consent in writing adopting said amendment.

ARTICLE FIVE

Such amendment does not effect a change in the amount of stated capital of the corporation.

Dated: June 15, 1996

BRICE FOODS, INC.

By: 
Its President

By: 
Its Secretary

STATE OF TEXAS)
) ss.
COUNTY OF DALLAS)

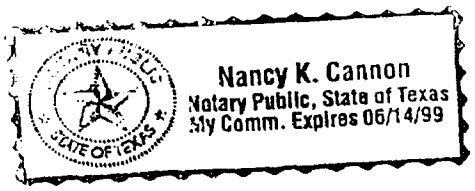
BEFORE ME, a notary public, on this day personally appeared MICHAEL SERRUYA and ANITA NESSER, known to me to be the persons whose names are subscribed to the foregoing instrument, and being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this 8th day of ~~June~~, 1996.

August

Nancy K. Cannon

Notary Public



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