

08-20-2003

G.L.V.UT

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): BA Investors, Inc.

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

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

2. Name and address of receiving party(ies) Name: Forkless Gourmet, Inc.

Internal Address: Suite 1800

Street Address: 10 South Riverside Plaza

City: Chicago State: IL Zip: 60606

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

Execution Date: May 30, 2003

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

A. Trademark Application No.(s) 78233748 78233742

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: James G. Thiede

Internal Address: Latham & Watkins

5800 Sears Tower

Street Address: 233 South Wacker Drive

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-1125, for any under-/over-payment

DO NOT USE THIS SPACE

9. Signature.

Matthew W. Walch Name of Person Signing

Signature

August 15, 2003 Date

Total number of pages including cover sheet, attachments, and document: 2

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Main documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

01 FC:8521 02 FC:8522

40.00 DP 25.00 DP

TRADEMARK REEL: 002804 FRAME: 0818

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
BA INVESTORS, INC.**

The undersigned, being the President of BA Investors, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the corporation is BA Investors, Inc.
2. The original Certificate of Incorporation of BA Investors, Inc. was filed with the Delaware Secretary of State on August 15, 2000.
3. The Certificate of Incorporation of BA Investors, Inc. is hereby amended by striking Article First in its entirety and by substitute in lieu thereof the following:

FIRST: The name of the corporation is "Forkless Gourmet, Inc." (the "Corporation").
4. This Certificate of Amendment to Certificate of Incorporation was duly adopted by the directors and stockholders of BA Investors, Inc. in accordance with the applicable provisions of Sections 141(f), 228(a), and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned, being the President of BA Investors, Inc., does hereby declare and certify that this is the act and deed of the corporation and the facts stated herein are true, and accordingly has hereunto signed this Certificate of Amendment to Certificate of Incorporation this 30th day of May, 2003.

BA INVESTORS, INC.

By: Gregory I. Stahl
Gregory I. Stahl, President