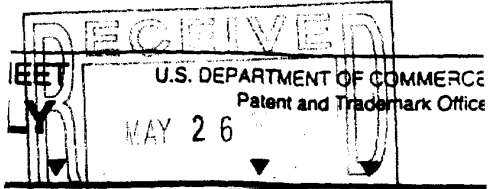


05-28-1998



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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):

ARCTIC ALASKA FISHERIES CORPORATION

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

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

3. Nature of conveyance:

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

Execution Date: December 30, 1993

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

Name: Louis Kemp Seafood Company

Internal Address: Suite 200, Fisherman's Center

Street Address: Fisherman's Terminal

City: Seattle State: WA ZIP: 98119

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Washington
- 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)

1,335,705

Additional numbers attached? Yes No

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

Name: Lawrence R. Watson

Internal Address: Gardere & Wynne, L.L.P.

Street Address: 100 West Fifth Street

Suite 200

City: Tulsa State: OK ZIP: 74103

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:

07-0153

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

05/27/1998 SSMITH 00000096 1335705

DO NOT USE THIS SPACE

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40.00 DP

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.

Lawrence R. Watson

Name of Person Signing

Lawrence R. Watson

Signature

TRADEMARK

5/22/98

Date

REEL: 1 Total number of pages comprising cover sheet: 10

10



STATE of WASHINGTON SECRETARY of STATE

I, Ralph Munro, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF MERGER

of

LOUIS KEMP SEAFOOD COMPANY

a Washington Profit corporation,

was/were filed for record in this office on the date indicated below.

Merging ARCTIC ALASKA FISHERIES CORPORATION into LOUIS KEMP SEAFOOD COMPANY; and Changing name to ARCTIC ALASKA FISHERIES CORPORATION

Corporation Number: 601 408 330

Date: December 30, 1993

Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

FILED
STATE OF WASHINGTON
DEC 30 1993
RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF MERGER

PURSUANT TO THE REVISED CODE OF WASHINGTON
CHAPTER 23B.11

Pursuant to R.C.W. 23B.11.050, the undersigned corporation hereby submits the following Articles of Merger for filing for the purpose of merging Arctic Alaska Fisheries Corporation, a Washington corporation ("Arctic"), with and into Louis Kemp Seafood Company, a Washington corporation ("Louis Kemp"), such that Louis Kemp is the surviving corporation.

ARTICLE I

The Plan of Merger adopted by the Board of Directors of Louis Kemp pursuant to R.C.W. 23B.11.040 is attached hereto as Exhibit A (the "Plan").

ARTICLE II

Shareholder approval has been obtained by the shareholders of each said corporation pursuant to R.C.W. 23B.11.030.

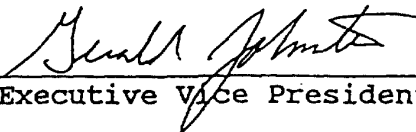
ARTICLE III

Upon the effective date of the merger and pursuant to the Plan, the surviving corporation shall change its name from Louis Kemp Seafood Company to Arctic Alaska Fisheries Corporation.

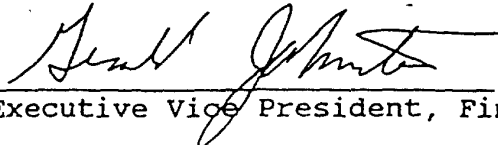
Dated as of the 24th day of December, 1993.

SURVIVING CORPORATION

LOUIS KEMP SEAFOOD COMPANY

By: 
Executive Vice President, Finance

ARCTIC ALASKA FISHERIES CORPORATION

By: 
Executive Vice President, Finance

PLAN OF MERGER

BY AND BETWEEN

LOUIS KEMP SEAFOOD COMPANY

AND

ARCTIC ALASKA FISHERIES CORPORATION

THIS PLAN OF MERGER has been adopted as of the 27th day of December, 1993, by and between Louis Kemp Seafood Company, a Washington corporation ("Louis Kemp"), and Arctic Alaska Fisheries Corporation, a Washington corporation ("Arctic"). (Louis Kemp and Arctic are collectively referred to herein as the "Constituent Corporations.")

1. Merger Transaction: Names of Merging Corporations. Pursuant to Chapter 23B.11 of the Revised Code of Washington ("R.C.W"), Arctic shall merge with and into Louis Kemp, such that Louis Kemp is the surviving corporation.

2. Terms and Conditions of the Merger. The terms and conditions of the merger shall be as follows:

2.1 Effective Date of the Merger. The effective date of the merger shall be the later of January 2, 1994, or the date upon which the Articles of Merger are filed with the Secretary of State of the State of Washington (the "Secretary of State").

2.2 Manner and Basis of Converting Shares. As of the effective date of the merger:

2.2.1 Each issued and outstanding share of Louis Kemp common stock shall continue as the issued and outstanding shares of common stock of Louis Kemp without change to the stock certificates evidencing such shares. No additional shares of Louis Kemp shall be issued as a result of the merger.

2.2.2 Louis Kemp shall acquire all assets and properties of Arctic and assume all liabilities of Arctic as of the effective date of the merger. In exchange for such assumption, the shareholder(s) of Arctic shall surrender for cancellation all certificates evidencing all issued and outstanding

shares of common stock of Arctic, and all rights with respect to such shares shall upon surrender be cancelled as of the effective date of the merger. Arctic shall execute all documents necessary to effect such transfer of assets to Louis Kemp.

2.3 Effect of Merger. The merger shall have the following effect:

- 2.3.1 the separate corporate existence of the Arctic shall cease;
- 2.3.2 Louis Kemp shall be the surviving corporation and shall continue to exist as a corporation under the laws of the State of Washington, with all the rights and obligations of such a surviving corporation as are provided under the R.C.W.;
- 2.3.3 Title to all property and assets owned by the Constituent Corporations shall be vested in Louis Kemp without reversion or impairment; and
- 2.3.4 Louis Kemp shall have all liabilities of the Constituent Corporations. Any proceeding pending by or against either of the Constituent Corporations may be continued as if such merger did not occur, or the surviving corporation may be substituted in such proceeding for any such Constituent Corporations.

2.4 Name of Surviving Corporation. The name of the surviving corporation shall be Arctic Alaska Fisheries Corporation.

2.5 Accounting. The assets and liabilities of the Constituent Corporations as of the effective date of the merger shall be transferred onto the books of the surviving corporation at the amounts at which they were carried on the respective books of the Constituent Corporations on the day immediately preceding the effective date of the merger.

2.6 Articles of Incorporation and Bylaws. The Articles of Incorporation of Louis Kemp shall, at the effective time of the merger, be amended in their entirety to read as set forth on Attachment A, and such Articles of Incorporation shall be the Articles of Incorporation of the surviving corporation until the same shall be further altered, amended or repealed as therein provided and Bylaws of Louis Kemp as of the effective date of the

merger shall be the Bylaws of the surviving corporation until the same shall be altered or amended in accordance with the provisions thereof.

2.7 Directors and Officers. The directors and officers of Louis Kemp as of the effective date of the merger shall be the directors and officers of the surviving corporation until their respective successors are duly elected and qualified.

IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Plan of Merger as of the date first set forth below.

LOUIS KEMP SEAFOOD COMPANY

By: *Merrill Johnston*
Its: Executive Vice President - Finance

ARCTIC ALASKA FISHERIES CORPORATION

By: *Merrill Johnston*
Its: Executive Vice President - Finance

AMENDED ARTICLES OF INCORPORATION
OF
LOUIS KEMP SEAFOOD COMPANY

Pursuant to RCW 23B.11.010, the following constitutes Articles of Incorporation, as amended in their entirety, of the undersigned, a Washington corporation.

ARTICLE 1. NAME

The name of this corporation is Arctic Alaska Fisheries Corporation.

ARTICLE 2. DURATION

This corporation has perpetual existence.

ARTICLE 3, PURPOSE

This corporation is organized for the purposes of transacting any and all lawful business for which corporations may be incorporated under Title 23B of the Revised Code of Washington, as amended.

ARTICLE 4. REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation is 2633 B Parkmont Lane, S.W. Suite H-7, Olympia, Washington 98502 and the name of the registered agent as such address is the McCord Company.

ARTICLE 5. CAPITAL STOCK

The authorized capital stock of this corporation shall consist of 50,000 shares of common stock without par value.

ARTICLE 6. PREEMPTIVE RIGHTS

Shareholders of this corporation have no preemptive rights to acquire additional shares of stock or securities convertible into shares of stock issued by the corporation.

ARTICLE 7. DIRECTORS

The number of directors of this corporation shall be fixed in the manner specified by the bylaws of this corporation.

ARTICLE 8. CUMULATIVE VOTING

Shareholders of this corporation shall not have the right to cumulate votes in the election of directors.

ARTICLE 9. LIMITATION OF DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation for or its shareholders for monetary damages for conduct as a director, except for:

- (a) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;
- (b) Conduct of the director finally adjudged to be in violation of RCW 23B.08.310; or
- (c) Any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

If, Washington Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Washington Business Corporation Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

ARTICLE 10. INDEMNIFICATION OF DIRECTORS

10.1 The Corporation shall indemnify its directors to the full extent permitted by the Washington Business Corporation Act now or hereafter in force. However, such indemnity shall not apply on account of:

- (a) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;
- (b) Conduct of the director finally adjudged to be in violation of RCW 23B.08.310; or
- (c) Any transaction with respect to which it was finally adjudged that such director personally received a benefit in money, property, or services to which the director was not legally entitled.

The corporation shall advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

10.2 The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

10.3 No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

ARTICLE 11. FOREIGN OWNERSHIP

In accordance with the Shipping Act of 1916, as amended, the shipping laws of the United States, as partially revised, and regulations of the Coast Guard and Maritime Administration (collectively, the "Shipping Laws"), the Board of Directors may establish procedures and restrictions prohibiting or limiting the ownership, voting or transfer of any portion of its outstanding capital stock to the extent such ownership, voting or transfer would cause this corporation to violate or otherwise result in violation of any provision of the Shipping Laws including, but not limited to the following:

11.1 *Ownership and Voting Restrictions.* The Board of Directors may prohibit the record or beneficial ownership or voting control of this corporation's outstanding capital stock by or for the account of (i) non-United States citizens or their representatives, (ii) a foreign government or representative thereof, (iii) corporations whose president or other chief executive officer, or chairman of its board, is not a United States citizen, or whose noncitizen directors constitute a quorum or more of the board of directors, or of which more than 25% of its capital stock is owned of record or voted by non-United States citizens, (iv) an association, trust, joint venture or other entity whose members are not all United States citizens, or (v) a partnership whose general partners are not citizens of the United States or whose controlling interest is not owned by citizens of the United States, to the extent such voting or ownership would cause this corporation to violate or otherwise result in violation of any provision of the Shipping Laws.

11.2 *Transfer Restrictions.* The Board of Directors may prohibit any transfer of this corporation's stock if such transfer would cause this corporation's outstanding capital stock to be owned or voted by or for any person or entity designated in Section 11.1 and would cause this corporation to violate or otherwise result in violation of any provision of the Shipping Laws.

11.2 *Special Stock Certificates.* The Board of Directors may provide for the issuance of special stock certificates for all series of shares issued to non-United States citizens.

These Amended Articles of Incorporation are executed by said corporation by its duly authorized officer.

Dated: December 29, 1993

LOUIS KEMP SEAFOOD COMPANY

By: *Donald Johnson*
Its: *Executive Vice President - Finance*