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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): Waltham Beef Company, Inc.

210 FEB 14 AM 9:15

OPR/FINANCE

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

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

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

Name: Home Market Foods, Inc.

Internal Address:

Street Address: 11 Widett Circle

City: Boston State: MA ZIP: 02118

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: October 12, 1999

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

A. Trademark Application No.(s)

75/978,282

B. Trademark Registration No.(s)

Additional numbers Yes No

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

Name: Neal L. Slifkin, Esq.

Internal Address:

Street Address: HARRIS BEACH & WILCOX, LLP.

130 East Main Street

City: Rochester State: NY ZIP: 14604

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:

08-0865

DO NOT USE THIS SPACE

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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.

Neal L. Slifkin, Esq.

Name of Person Signing

Signature

2/10/00

Date

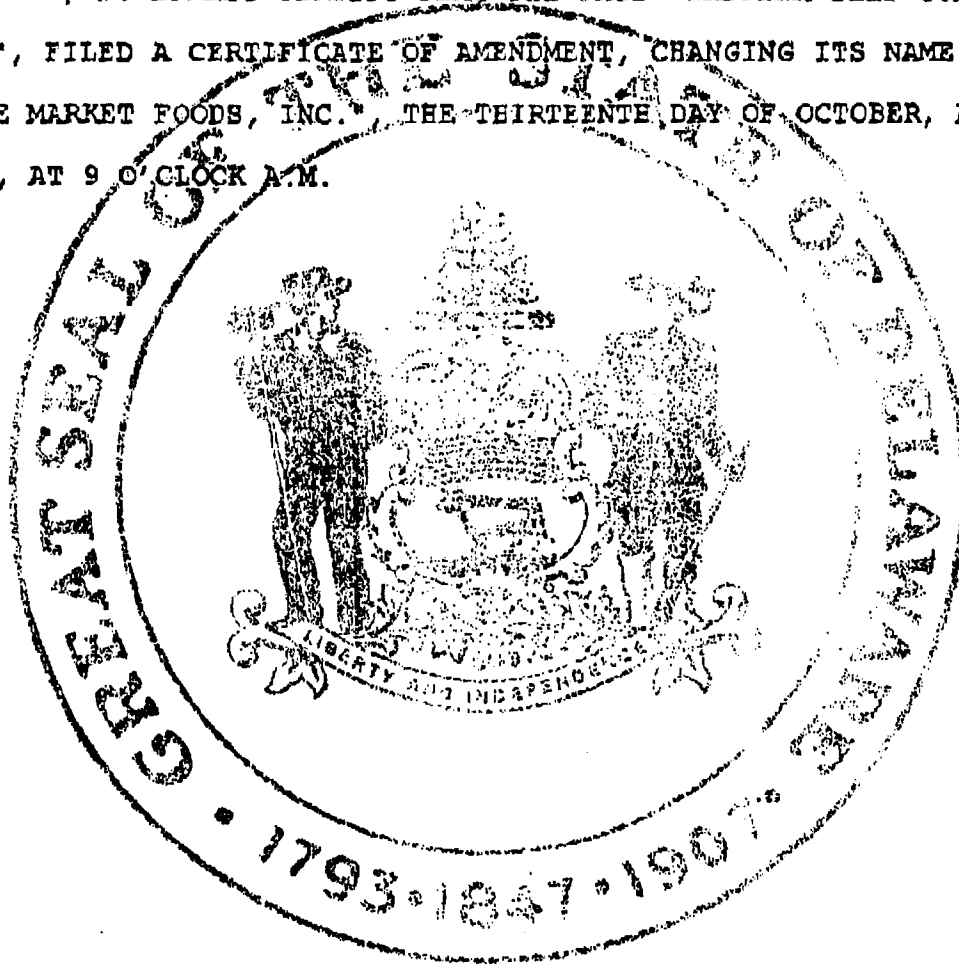
Total number of pages including cover sheet, attachments, and

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State of Delaware

Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "WALTHAM BEEF COMPANY, INC.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "HOME MARKET FOODS, INC." THE THIRTEENTH DAY OF OCTOBER, A.D. 1999, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State



AUTHENTICATION: 0023317

DATE: 10-13-99

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80-88 : 8:10AM : HARRIS BEACH : 1THAC-

TRADEMARK

REEL: 002035 FRAME: 0463

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
WALTHAM BEEF COMPANY, INC.**

Waltham Beef Company, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of said corporation has adopted by written consent the following resolution:

RESOLVED: That it is advisable and in the best interest of this Corporation that Article 1 of the Certificate of Incorporation of this Corporation be amended to read in its entirety as follows:

"1. The name of this corporation is Home Market Foods, Inc."

SECOND: That said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Douglas K. Atamian, its Chairman, and attested by Wesley L. Atamian, its Secretary, this 12th day of October, 1999.


Chairman

Attested by:


Secretary