

09-25-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

102232275

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

Tab settings =>=>=>

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

1. Name of conveying party(ies):

KBF Acquisition Corp. *9.20.02*
2 Access Way
Bloomington, IL 61704

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: Kathryn Beich, Inc.
Internal Address: _____
Street Address: # 2 Access Way
City: Bloomington State: IL Zip: 61704

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: September 15, 2002

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

A. Trademark Application No.(s) _____

Additional number(s) attached Yes No

B. Trademark Registration No.(s) _____

Please see the attached list.

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

Name: Christine M. Morgan, Esq.
Internal Address: Pillsbury Winthrop LLP
Street Address: One Battery Park Plaza

City: New York State: NY Zip: 10004-1490

6. Total number of applications and registrations involved 16

7. Total fee (37 CFR 3.41) \$ 415.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number _____

09/24/2002 DBYRNE 00000141 111626

DO NOT USE THIS SPACE

01 FC: 401
02 FC: 402

9. Signature 40.00 DP
375.00 DP

Christine M. Morgan
Name of Person Signing

Christine Morgan
Signature

September 19, 2002
Date

Total number of pages including cover sheet, attachments, and document. 9

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

Our Ref. No.: 052727-0000011
Express Mail Label No.: ET 737089495
300029196v1

TRADEMARK
REEL: 002587 FRAME: 0914

Kathryn Beich, Inc. Trademarks

Mark	Registration No.	Registration Date
GOLDEN CRUMBLES (stylized)	111,626	July 25, 1916
Design (Screamerz! Character)	2,205,454	November 24, 1998
KATHRYN BEICH	641,828	February 19, 1957
KATY'S SALT WATER TAFFY and Design	2,069,031	June 10, 1997
KATYDIDS	634,445	September 11, 1956
KATYDIDS (Stylized Design)	2,103,294	October 7, 1997
PB CHIPS! (Stylized Design)	2,090,652	August 26, 1997
BIKE and Design	744,167	January 22, 1963
CHANGEMAKERS	739,477	October 16, 1962
Design (Kathryn Beich)	655,316	December 3, 1957
HEIRLOOM SQUARES	791,927	June 29, 1965
PECAN PETE	796,056	September 14, 2005
"PIK-A-SWEET"	771,976	June 23, 1964
SCHOOL CHEWS (Stylized)	232,405	September 6, 1927
U'-MIX-M'	785,677	February 23, 1965
WHIZ BEST CANDY BAR THERE IZ-Z	790,807	June 8, 1965

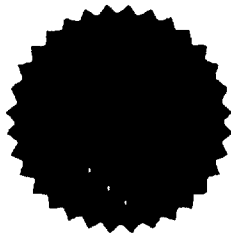
Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KBF ACQUISITION CORP.", CHANGING ITS NAME FROM "KBF ACQUISITION CORP." TO "KATHRYN BEICH, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF SEPTEMBER, A.D. 2002, AT 10 O'CLOCK A.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3560729 8100

020574634

AUTHENTICATION: 1983512

DATE: 09-16-02

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TRADEMARK
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CT CORPORATION

STATE OF DELAWARE
SECRETARY OF STATE P.02
DIVISION OF CORPORATIONS
FILED 10:00 AM 09/16/2002
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**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
KBF ACQUISITION CORP.**

Pursuant to Section 241 of the General
Corporation Law of the State of Delaware

KBF ACQUISITION CORP., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: Resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable, were duly adopted by a resolution of the board of directors dated September 15, 2002 in accordance with Section 141 of the General Corporation Law of the State of Delaware.

SECOND: The Corporation has not received any payment for any of its stock and the amendment has been duly adopted by a majority of the directors of the Corporation in accordance with Section 241 of the General Corporation Law of the State of Delaware.

THIRD: Said amendment would amend the Certificate of Incorporation of the Corporation by deleting Article FIRST and substituting in lieu thereof the following new Article FIRST:

"FIRST. The name of the corporation is "Kathryn Beich, Inc." (the "Corporation")."

FOURTH: Said amendment would amend the Certificate of Incorporation of the Corporation by deleting Article FOURTH and substituting in lieu thereof the following new Article FOURTH:

"FOURTH: The aggregate number of shares which the Corporation shall have the authority to issue is Two Million (2,000,000) shares of common stock of a par value of \$0.01 each."

CERTIFICATE OF AMENDMENT

SEP-16-2002 09:37 CT CORPORATION

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IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed on the 15th day of September, 2002 and the undersigned does hereby affirm, under the penalties of perjury, that the statements contained herein have been examined by him and are true and correct.

KBF ACQUISITION CORP.

Doug Bagin

Doug Bagin
President

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CERTIFICATE OF AUTHORITY

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RECORDED: 09/20/2002

TRADEMARK
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