

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Jays Foods Acquisition, Inc.		04/20/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Jays Foods, Inc.
Street Address:	30 South Wacker Drive
Internal Address:	Suite 3300
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60601
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	2774360	JAYS ZESTIDOS
Registration Number:	2717893	BUTTER TWIRLS
Registration Number:	0711947	JAYS
Registration Number:	1177497	KRISPY CRUNCH
Registration Number:	0750245	CAN'T STOP EATING 'EM
Registration Number:	2564429	CAN'T STOP DIPPING 'EM
Registration Number:	2319866	E-Z DIPPIN'S
Registration Number:	1813933	HOT STUFF
Registration Number:	1465704	KRUNCHERS! NO MORE WIMPY CHIPS!
Registration Number:	0962174	BIG "J"
Registration Number:	2097218	O-KE-DOKE
Registration Number:	1482531	
Registration Number:	0834842	CHEEZELETS
Registration Number:	1030200	O-KE-DOKE

CH \$640.00 2774360

Registration Number:	1433103	
Registration Number:	2706411	JAYS ZESTIDOS CAN'T STOP DIPPING 'EM
Registration Number:	1482529	GEISER'S
Registration Number:	2706410	JAYS ZESTIDOS CAN'T STOP DIPPING 'EM
Registration Number:	1553872	KRUNCHERS!
Registration Number:	1191780	HOTSTUFF
Registration Number:	2730002	JAYS ZESTIDOS
Registration Number:	1896346	CRANE
Registration Number:	0711948	JAYS
Registration Number:	2822093	JAYS ZESTIDOS
Serial Number:	76337421	JAYS ZESTIDOS

CORRESPONDENCE DATA

Fax Number: (312)861-2200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-861-3255
Email: ccasey@kirkland.com
Correspondent Name: Michael G. Fatall
Address Line 1: 200 East Randolph Drive
Address Line 2: Suite 5300
Address Line 4: Chicago, ILLINOIS 60601

ATTORNEY DOCKET NUMBER:	35040-93
NAME OF SUBMITTER:	Christine A. Casey

Total Attachments: 4
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Delaware

PAGE 1

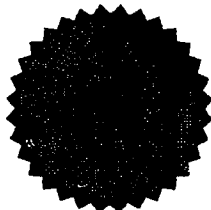
The First State

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 "JAYS FOODS ACQUISITION, INC.", CHANGING ITS NAME FROM "JAYS FOODS ACQUISITION, INC." TO "JAYS FOODS, INC.", FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF APRIL, A.D. 2004, AT 12:22 O'CLOCK P.M.

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

3770335 8100

040290548



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3064994

DATE: 04-21-04

TRADEMARK
REEL: 002848 FRAME: 0743

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "JAYS FOODS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE FIRST DAY OF MARCH, A.D. 2004, AT 1:34 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "JAYS FOODS ACQUISITION, INC." TO "JAYS FOODS, INC.", FILED THE TWENTY-FIRST DAY OF APRIL, A.D. 2004, AT 12:22 O'CLOCK P.M.

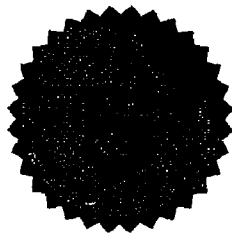
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JAYS FOODS, INC." WAS INCORPORATED ON THE FIRST DAY OF MARCH, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

3770335 8310

040292457



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3066140

DATE: 04-21-04

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
JAYS FOODS ACQUISITION, INC.**

* * * * *
*Adopted in accordance with the provisions of §242 the
General Corporation Law of the State of Delaware*
* * * * *

The undersigned, being the Chief Executive Officer of Jays Foods Acquisition, Inc., a corporation duly 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: The Board of Directors of the Corporation adopted the resolution set forth below proposing an amendment to the Certificate of Incorporation of the Corporation (the "Amendment") and directed that the Amendment be submitted to the holder of all of the issued and outstanding shares of Common Stock of the Corporation entitled to vote thereon for its consideration and approval:

"RESOLVED, that upon the consummation of the transactions contemplated by the Purchase Agreement, as amended, the Certificate of Incorporation of the Company be, and hereby is, amended in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by deleting Article One thereof in its entirety and substituting therefore Article One as follows:

ARTICLE ONE

The name of the corporation is Jays Foods, Inc."

SECOND: The Amendment was duly adopted in accordance with Section 228 and Section 242 of the General Corporation Law of the State of Delaware by the sole holder of all of the issued and outstanding shares of the Common Stock of the Corporation entitled to vote thereon.

* * * * *

IN WITNESS WHEREOF, the undersigned does hereby certify under penalties of perjury that this Certificate of Amendment to the Certificate of Incorporation of the Corporation is the act and deed of the undersigned and the facts stated herein are true and accordingly has hereunto set his hand this 20th day of April, 2004.

Jays Foods Acquisition, Inc.,
a Delaware corporation

By: 

Name: Timothy Healy
Title: Chief Executive Officer