

05-29-1998



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Docket No.: D

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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):
Golden Harvest Products, Inc.

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

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

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

Name: **Houston Harvest Gift Products LLC**

Internal Address: _____

Street Address: **3501 Mount Prospect Road**

City: **Franklin Park** State: **IL** ZIP: **60131**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **Limited Liability Company-Delaware**

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: **December 24, 1997**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,809,531 1,403,353
 1,727,923 1,403,354
 1,710,276

Additional numbers attached? Yes No



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

Name: **Mark I. Feldman, Esq.**

Internal Address: _____

Street Address: **Rudnick & Wolfe**

P.O. Box 64807

City: **Chicago** State: **IL** ZIP: **60664**

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$ **\$140.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

18-2284

05/28/1998 DCDATES 00000044 1609331 DO NOT USE THIS SPACE

01 FC:481 40.00 GF
 02 FC:48E 100.00 GF

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.

Mark I. Feldman *Mark I. Feldman* **5-4-98**

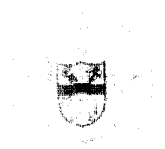
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

TRADEMARK REF: 1733 FRANKLIN 0948

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"GOLDEN HARVEST PRODUCTS, INC.", A KANSAS CORPORATION, WITH AND INTO "HOUSTON HARVEST GIFT PRODUCTS LLC" UNDER THE NAME OF "HOUSTON HARVEST GIFT PRODUCTS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1997, AT 7:35 O'CLOCK A.M.



Edward J. Freel
Secretary of State

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04-28-98
TRADEMARK

REEL: 1733 FRAME: 0949

**CERTIFICATE OF MERGER
MERCING
GOLDEN HARVEST PRODUCTS, INC.
WITH AND INTO
HOUSTON HARVEST GIFT PRODUCTS LLC
(PURSUANT TO SECTION 18-209 OF THE DELAWARE
LIMITED LIABILITY COMPANY ACT)**

Houston Harvest Gift Products LLC, a Delaware limited liability company ("Houston Harvest"), does hereby certify:

FIRST: That the name and jurisdiction of formation or organization of each of the constituent entities to the merger are as follows. Houston Harvest Gift Products LLC is formed pursuant to the Delaware Limited Liability Company Act and Golden Harvest Products, Inc. ("Golden Harvest") is incorporated pursuant to the laws of the State of Kansas.

SECOND: That Houston Harvest and Golden Harvest have approved and executed an Agreement and Plan of Merger dated as of December 24, 1997 (the "Merger Agreement").

THIRD: That Houston Harvest will be the surviving limited liability company (the "Surviving Company") of the merger contemplated by the Merger Agreement and will continue to be named "Houston Harvest Gift Products LLC".

FOURTH: That the executed Merger Agreement is on file at the place of business of the Surviving Company at 3501 Mt. Prospect Road, Franklin Park, Illinois 60131.

FIFTH: That a copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member of Houston Harvest or any stockholder of Golden Harvest.

IN WITNESS WHEREOF, Houston Harvest has caused this certificate to be executed the 24th day of December, 1997.

HOUSTON HARVEST GIFT PRODUCTS LLC

By: **HHGP HOLDING COMPANY,**
authorized person

By:



Name: BRADLEY A SCHROEDER

Title: EXECUTIVE VICE PRESIDENT
OF FINANCE