

MRD 7-27-98 RE

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

07-31-1998

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



100782113

ET

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment
 - License
 - Security Agreement
 - Nunc Pro Tunc Assignment
 - Merger
 - Change of Name
 - Other _____
- Effective Date
Month Day Year
12 30 1986

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
12 30 1986

Name Lovitt Foods, Inc.

Formerly _____

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization Rhode Island

Receiving Party

Mark if additional names of receiving parties attached

Name Granite State Packing Company, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 163 Hancock Street

Address (line 2) _____

Address (line 3) Manchester New Hampshire / USA 03108
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other _____
- Citizenship/State of Incorporation/Organization New Hampshire

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/15/1998 TTON11 00000213 1104405

FOR OFFICE USE ONLY

01 FC:481

40.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box 1500, Washington, D.C. 20547

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property)

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1,104,405"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

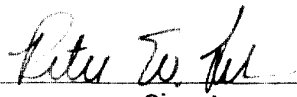
No

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. Charges to deposit account are authorized, as indicated herein.

Peter W. Leberman

Name of Person Signing



Signature

5/5/98

Date Signed

State of New Hampshire
Department of State

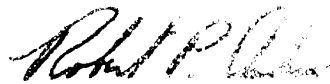
CERTIFICATE OF MERGER
OF DOMESTIC AND FOREIGN CORPORATIONS
INTO

GRANITE STATE PACKING COMPANY, INC.

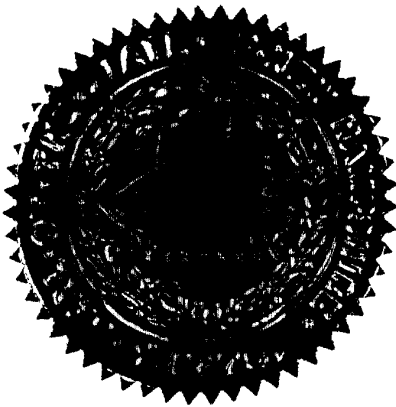
The undersigned, as Deputy Secretary of State of the State of New Hampshire, hereby certifies that duplicate originals of Articles of Merger of LOVITT FOODS, INC., A RHODE ISLAND CORPORATION, into GRANITE STATE PACKING COMPANY, INC., A NEW HAMPSHIRE CORPORATION, duly signed pursuant to the provisions of the New Hampshire Business Corporation Act, have been received in this office.

ACCORDINGLY the undersigned, as such Deputy Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Merger of LOVITT FOODS, INC. into GRANITE STATE PACKING COMPANY, INC., and attaches hereto a duplicate original of the Articles of Merger.

IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be
affixed the Seal of the State
of New Hampshire, this 30th
day of December A.D. 1986



Robert P. Ambrose
Deputy Secretary of State



Form No. 29
RSA 293-A:78

TRADEMARK
REEL: 1761 FRAME: 0579

STATE OF NEW HAMPSHIRE

Filing fee: \$ 25.00
Use black print or type.
Leave 1" margins both sides.

Form No. 28
RSA 293-A:76 & 78

FILED
DEC 30 1986
NEW HAMPSHIRE
SECRETARY OF STATE

ARTICLES OF MERGER
OF FOREIGN SUBSIDIARY CORPORATION
INTO
DOMESTIC PARENT CORPORATION

PURSUANT TO THE PROVISIONS OF SECTIONS 76 AND 78 OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF MERGER FOR THE PURPOSE OF MERGING A SUBSIDIARY CORPORATION INTO THE UNDERSIGNED AS THE SURVIVING CORPORATION:

FIRST: The subsidiary corporation to be merged into the undersigned parent corporation is incorporated under the laws of Rhode Island, and the laws of such jurisdiction permit such a merger.

SECOND: The following Plan of Merger was approved by the board of directors of the undersigned, as the surviving corporation, in the manner prescribed by the New Hampshire Business Corporation Act, and was authorized and approved in the manner prescribed by the laws of Rhode Island, the jurisdiction under which the subsidiary corporation is organized:

(Insert Plan of Merger)

[If more space needed, attach additional sheet(s)]

See attached Plan of Merger

ARTICLES OF MERGER OF FOREIGN SUBSIDIARY
CORPORATION INTO DOMESTIC PARENT CORPORATION

Form No. 28
(Cont.)

THIRD: The number of outstanding shares of each class of the subsidiary corporation and the number of such shares of each class owned by the surviving corporation are as follows:

<u>Name of Subsidiary</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares Owned by Surviving Corporation</u>
Lovitt Foods, Inc.	300	Common	300

Dated December 24th, 1986

Granite State Packing Company, Inc (Note 1)

By Lester Shapiro (Note 2)
Signature of its President

LESTER SHAPIRO
Print or type name

and Edward S. Choledge (Note 2)
Signature of its Asst Secretary

DANIEL S. CHOLEDGE
Print or type name

- Notes: 1. Exact name of parent corporation executing Articles.
2. Signatures and titles of officers signing for the corporation. Must be signed by President or Vice-President and Secretary or Assistant Secretary.

Mail fee and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to:
Secretary of State, Rm. 204, State House, Concord, NH 03301-4989

AGREEMENT AND PLAN OF MERGER

Agreement of Merger made this 21st day of December, 1986, between **Granite State Packing Company, Inc.** a New Hampshire corporation (hereinafter "Remaining Corporation"), and **Lovitt Foods, Inc.** a Rhode Island corporation (hereinafter called "Merged Corporation").

WHEREAS, the Merged Corporation is a wholly owned subsidiary of the Remaining Corporation;

WHEREAS, the Officers of the Merged Corporation and the Remaining Corporation deem it advisable and generally to the advantage and welfare of the respective corporations and their stockholders if the operations of the Merged Corporation were merged into and consolidated with those of the Remaining Corporation pursuant to Sections 293-A:76 and 78 of the New Hampshire Revised Statutes Annotated, and Chapter 7-1.1 of the General Laws, 1956 of the State of Rhode Island.

WHEREAS, the principal place of business of the Merged Corporation is Manchester, New Hampshire;

WHEREAS, the principal place of business of the Remaining Corporation is located at Manchester, New Hampshire.

NOW THEREFORE, in consideration of the covenants and mutual agreements herein contained, and by the mutual benefits herein provided, the parties hereto do hereby agree to the merger and consolidation of the corporations into a single corporation, as follows:

1. Merger. Upon the effective date, the Merged Corporation shall be merged into the Remaining Corporation.

2. Effective Date. The Agreement of Merger shall become effective upon compliance with the laws of the jurisdictions of incorporation of both the Merged and Remaining Corporations, and upon the date, if any, established in the resolution of the Board of Directors of the Remaining Corporation adopting this plan.

3. Remaining Corporation. The Remaining Corporation shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of New Hampshire, but the separate corporate existence of the Merged Corporation shall cease forthwith upon the effective date. The name of the Remaining Corporation is and shall continue to be **Granite State Packing Company, Inc.** and its principal place of business shall be at Manchester, New Hampshire.

4. Objects and Purposes. The objects and purposes of the Remaining Corporation shall be the same as presently contained in the Articles of Agreement of **Granite State Packing Company, Inc.**

TRADEMARK

REEL: 1761 FRAME: 0582

5. By-Laws. The By-Laws of the Remaining Corporation shall be the present By-Laws of Granite State Packing Company, Inc. which have been duly adopted according to applicable law, unless and until the same shall be amended or repealed in accordance with the provisions thereof.

6. Authorized Capital. The remaining capital shall be 3750 shares of no par Class A Common Stock and 3750 shares of no par Class B non-voting Common Stock, as presently existing.

7. Retirement of Stock. The stock of the Merged Corporation will be retired, and no shares shall be issued as a result of this merger.

8. Rights and Liabilities. At and after the effective date, the Remaining Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of the Merged Corporation; all debts due the Merged Corporation on whatever account shall be vested in the Remaining Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of the Merged Corporation shall be as effectively the property of the Remaining Corporation as they were of the Merged Corporation; all debts, liabilities and duties of the Merged Corporation shall thenceforth attach to the Remaining Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

9. Further Assurances of Title. As and when requested by the Remaining Corporation, or by its successors or assigns, the Merged Corporation will execute and deliver, or cause to be executed and delivered, all deeds and instruments, and will take or cause to be taken all such further action as the Remaining Corporation may deem necessary or desirable in order to vest in and confirm to the Remaining Corporation title to and possession of any property of the Merged Corporation acquired by the Remaining Corporation by reason or as result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the officers and directors of the Merged Corporation and the officers and directors of the Remaining Corporation are fully authorized to take any and all such action.

10. Officers and Directors. The names and post office addresses of the officers and directors of the Remaining Corporation following the effective date are as follows:

President

Lester Shapiro
Granite State Packing, Inc.
163 Hancock Street
Manchester, N.H. 03108

Treasurer

Lester Shapiro
Granite State Packing, Inc.
163 Hancock Street
Manchester, N.H. 03108

Secretary

Wm. S. Green
Sheehan, Phinney, Bass &
Green, Prof. Ass'n

Directors

Lester Shapiro
Theodore Krentzel
Irwin Muskat
Wm. S. Green

11. Execution. The proper officers of the Merged Corporation and the Remaining Corporation shall make, execute, and file under the corporate seals of the respective corporations whatever certificates and documents are required by the laws of the State of New Hampshire and the Commonwealth of Massachusetts and shall do all acts and things which may be in any way necessary or proper to effect such merger.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement of Merger to be executed by its duly authorized officer on the day and year first above written.

WITNESS:

Granite State Packing Company, Inc.

By: Lester Shapiro

Its: President

Lovitt Foods, Inc.

By: Alan Buckle

Its: President