

09-10-1998

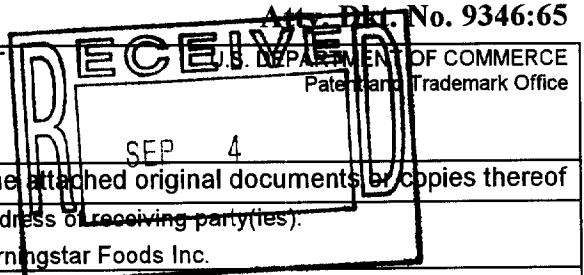
App. Dkt. No. 9346:65

Form PTO 1584  
1-31-82



100825480

Y



To the Honorable Commissioner of Patents & Trademarks: Please record the attached original documents or copies thereof

1. Name of conveying party(ies):  
Star Specialty Foods, Inc.

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: Morningstar Foods Inc.  
Internal Address: \_\_\_\_\_  
Street Address: 5956 Sherry Lane  
City: Dallas State TX ZIP: 75225

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: December 26, 1996

4. Application number(s) or Registration number(s):  
 A. Trademark Application No.(s) \_\_\_\_\_  
 B. Trademark registration No.(s) 743071; 770462; 823700; 832259; 1190147; 1744692; 1771663

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: David H. Judson, Reg. No. 30,467

Internal Address: Hughes & Luce, L.L.P.  
Suite 2800

Street Address: 1717 Main Street

City: Dallas State: Texas ZIP: 75201

6. Total number of applications and trademarks involved: ..... 7

7. Total fee (37 CFR 3.41):..... \$ 280.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

David H. Judson                      [Signature]                      9/2/98  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet: 8 14

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

09/09/1998 SSMITH 00000034 743071  
 01 FC:481 40.00 OP  
 02 FC:482 150.00 OP

Commissioner of Patents and Trademarks  
 Box Assignments  
 Washington, D.C. 20231

\$90.00

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Refund Ref: 09/09/1998 SSMITH 0000063042

CHECK REFUND TO: 09/09/1998 SSMITH 0000063042

Office of the Secretary of State

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:

"AVOSET INTERNATIONAL LTD", A DELAWARE CORPORATION,

"FAVORITE FOODS INC.", A DELAWARE CORPORATION,

"THE MORNINGSTAR GROUP INTERNATIONAL, INC.", A DELAWARE CORPORATION,

WITH AND INTO "STAR SPECIALTY FOODS INC." UNDER THE NAME OF "MORNINGSTAR FOODS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1996, AT 8:30 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2154694 8100M

981322918

AUTHENTICATION:

DATE:

9258284

08-18-98

TRADEMARK REEL: 1784 FRAME: 0718

**CERTIFICATE OF MERGER  
OF  
FAVORITE FOODS INC.,  
THE MORNINGSTAR GROUP INTERNATIONAL, INC.,  
AND  
AVOSET INTERNATIONAL LTD  
INTO  
STAR SPECIALTY FOODS INC.**

Star Specialty Foods Inc., a Delaware corporation, pursuant to Section 251 and in accordance with Section 103 of the Delaware General Corporation Law, does hereby certify as follows:

1. Star Specialty Foods Inc., a Delaware corporation, Favorite Foods Inc., a Delaware corporation, The Morningstar Group International, Inc., a Delaware corporation, and Avoset International Ltd, a Delaware corporation, are the constituent corporations of the merger.

2. A Plan and Agreement of Merger among the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the Delaware General Corporation Law of the State of Delaware.

3. Star Specialty Foods Inc. shall be the name of the surviving corporation.

4. The Certificate of Incorporation of Star Specialty Foods Inc. shall be the Certificate of Incorporation of the survivor of this merger; provided, however, that the First Article of the Certificate of Incorporation of the surviving corporation is hereby amended to read in its entirety as follows:

"FIRST: The name of the Corporation is Morningstar Foods Inc."

5. The executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation, 5956 Sherry Lane, Suite 1500, Dallas, Texas 75225.

6. A copy of the Plan and Agreement of Merger shall be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

7. The merger set out herein shall be effective January 1, 1997 at 12:01 A.M.

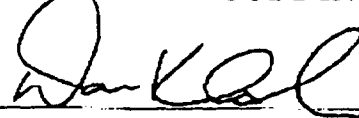
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REEL: 1784 FRAME: 0719**

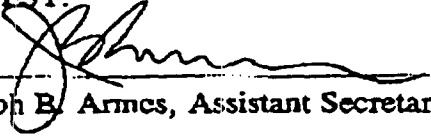
Executed this 26th day of December, 1996.

STAR SPECIALTY FOODS INC.



Darron K. Ash, Vice President and  
Chief Financial Officer


ATTEST:



Joseph B. Armes, Assistant Secretary

R:\WTAL\MENCRET.MEK

TRADEMARK  
REEL: 1784 FRAME: 0720

<u>Trademark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>
HY 'N DRY	743071	01 Jan 1963
COFFEE HIGH	770462	26 May 1964
HY DERV	823700	07 Feb 1967
	832259	18 Jul 1967
MIRAGE	1190147	16 Feb 1982
GENERATION III	1744692	05 Feb 1993
KREEMLINE	1771663	18 May 1993