

09-21-1998

FORM PTO-1594
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MRD 9-4-98



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U.S. Department of Commerce
Patent and Trademark Office

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

<p>1. Name of conveying party(ies):</p> <p style="text-align: center;">JP Foodservice, Inc.</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation-State (Delaware) <input type="checkbox"/> Other _____ </div> <div style="width: 45%;"> <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Other _____ </div> </div> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies):</p> <p>Name: U.S. Foodservice</p> <p>Internal Address:</p> <p>Street Address: 9830 Patuxent Woods Drive Columbia, MD 21046</p> <div style="margin-top: 10px;"> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ </div> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> <input type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Other _____ </div> <div style="width: 45%;"> <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ </div> </div> <p>Execution Date: <u>February 23, 1998</u></p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p style="text-align: center;">See attached Schedule A</p> <p>B. Trademark registration No.(s)</p> <p style="text-align: center;">See attached Schedule A</p> <p style="text-align: center;">Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Catherine L. Thornberry</u></p> <p>Internal Address: <u>Hogan & Hartson LLP</u></p> <p>Street Address: <u>8300 Greensboro Drive</u> <u>Suite 1100</u> City: <u>McLean</u> State: <u>VA</u> Zip: <u>22102</u></p>	<p>6. Total number of applications and registrations involved: 25</p> <p>7. Total fee (37 CFR 3.41): \$ 640.00</p> <div style="margin-top: 5px;"> <input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account </div> <p>8. Deposit account number:</p> <p><u>08-2550</u> (Attach duplicate copy of this page if paying by deposit account)</p>
<p>9. Statement and signature.</p> <p><i>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.</i></p> <div style="display: flex; justify-content: space-between; align-items: flex-end; margin-top: 20px;"> <div style="width: 40%;"> <p><u>Catherine L. Thornberry</u> Name of Person Signing</p> </div> <div style="width: 30%; text-align: center;"> <p>Signature</p> </div> <div style="width: 20%; text-align: center;"> <p><u>9/3/98</u> Date</p> </div> </div> <p style="text-align: right;">Total number of pages comprising cover sheet: 2</p>	

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01 FC:481
02 FC:482

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REGISTRATIONS

MARK	REGISTRATION NO.
ALLOWANCE	2,118,242
CHEF'S VARIETY (& Design)	1,876,040
DIRECTCARE	1,955,843
EL PASADO AUTHENTIC MEXICAN CUISINE WITH A TOUCH OF THE PAST (& Design)	2,164,286
HARBOR BANKS (& Design)	2,112,916
HARVEST VALUE (& Design)	1,903,680
JP (Stylized)	1,918,570
JP CONNECTION (& Design)	1,925,238
JP DIRECTADVANTAGE (Stylized)	2,012,742
JP EXPRESS REBATE BY JP FOODSERVICE, INC. (& Design)	1,898,279
JP POWER BY JP FOODSERVICE (& Design)	1,912,125
MAGNIFRY (& Design)	2,114,772
PATUXENT FARMS (& Design)	1,971,715
PATUXENT FARMS (& Design)	2,043,105
RITUALS (& Design)	2,088,117
ROSELI (& Design)	1,904,840
THE JP WIRE (& Design)	2,095,223
TO YOUR TASTE	1,718,606

APPLICATIONS

MARK	SERIAL NO.
ALLOWANCE II	75/364,722
CROSS VALLEY FARMS (& Design)	75/368,581
CUSTOM DINING SERVICES	75/396,068
DIRECTADVANTAGE (Stylized)	75/419,810
PATUXENT FARMS (& Design)	75/033,530
U.S. FOODSERVICE CATTLEMAN'S CHOICE (& Design)	75/423,318
U.S. FOODSERVICE CATTLEMAN'S SELECTION (& Design)	75/423,319

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 OWNERSHIP OF "JP FOODSERVICE, INC.", CHANGING ITS NAME FROM "JP FOODSERVICE, INC." TO "U.S. FOODSERVICE", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 1998, AT 8:30 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9129276

981215713

DATE: 06-10-98

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

JP NAME SUB, INC.

WITH AND INTO

JP FOODSERVICE, INC.

(Pursuant to Section 253 of the
General Corporation of Law of the State of Delaware)

JP Foodservice, Inc., a Delaware corporation organized and existing
under the laws of the State of Delaware (the "Corporation"), DOES HEREBY
CERTIFY:

FIRST: The Corporation owns all of the outstanding shares of common
stock (the only outstanding class of stock) of JP Name Sub, Inc. (the "Subsidiary"), a
corporation incorporated on the 16th day of January, 1998, pursuant to the General
Corporation Law of the State of Delaware (the "DGCL").

SECOND: The Corporation, by resolutions (the "Resolutions of
Merger") duly adopted by its Board of Directors, at a meeting thereof duly called
and held on the 22nd day of January, 1998, at which a quorum was present and
acting throughout, determined to effect a merger of the Subsidiary into itself,
pursuant to Section 253 of the DGCL, in which the Corporation shall be the
surviving corporation (the "Merger"). A true and correct copy of the Resolutions of
Merger is annexed hereto as Exhibit A and incorporated herein by reference. The
Resolutions of Merger have not been amended, modified, rescinded or revoked and
are in full force and effect on the date hereof.

THIRD: That, as provided in the Resolutions of Merger: (a) Pursuant
to Section 253(b) of the DGCL, upon the Merger becoming effective, the name of the
surviving corporation shall be changed from "JP Foodservice, Inc." to "U.S.
Foodservice"; and (b) Pursuant to Section 102(a)(1) of the DGCL, the undersigned
hereby certifies that the surviving corporation's total assets, as defined in 8 Del. C.
§ 503(i), are not less than \$10,000,000.00.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 23rd day of February, 1998.

JP FOODSERVICE, INC.

By: 

Name: Lewis Hay, III

Office: Executive Vice President

EXHIBIT A

RESOLUTIONS OF MERGER

WHEREAS, JP Foodservice, Inc., a Delaware corporation (the "Corporation"), owns all of the outstanding shares of the capital stock of JP Name Sub, Inc., a Delaware corporation (the "Subsidiary"); and

WHEREAS, the Board of Directors of the Corporation has deemed it advisable that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL");

NOW, THEREFORE, BE IT RESOLVED, that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the DGCL (the "Merger");

RESOLVED, FURTHER, that the Corporation shall be the corporation surviving the Merger and shall continue its corporate existence under the DGCL, including, without limitation, the provisions of Section 259 of the DGCL, and shall possess all of the rights and assets of the constituent corporations and be subject to, and be deemed to have hereby assumed, all the liabilities and obligations of each of the constituent corporations in accordance with the provisions of the DGCL;

RESOLVED, FURTHER, that by virtue of the Merger and without any action on the part of the holder thereof, each then outstanding share of common stock of the Subsidiary shall be canceled and no consideration shall be issued in respect thereof;

RESOLVED, FURTHER, that the Restated Certificate of Incorporation of the Corporation, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the certificate of incorporation of the surviving corporation, until amended as provided by law, except that upon the effective time of the Merger, in accordance with Section 253(b) of the DGCL, Article I of the Restated Certificate of Incorporation of the Corporation shall be, and hereby is, amended to change the name of the Corporation from "JP Foodservice, Inc." to "U.S. Foodservice." Pursuant to Section 104 of the DGCL, the filed Certificate of Ownership and Merger shall have the effect of striking the text of Article I of the Restated Certificate of Incorporation of the Corporation in its entirety and inserting in lieu thereof the following:

"ARTICLE I
NAME

The name of the corporation is U.S. Foodservice (the "Corporation")."

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by its duly authorized officer this 23rd day of February, 1998.

JP FOODSERVICE, INC.

By: 

Name: Lewis Hay, III

Office: Executive Vice President

RESOLVED, FURTHER, that the By-laws of the Corporation, as in effect immediately prior to the effective time of the Merger, shall continue in full force and effect as the By-laws of the surviving corporation until amended or repealed as therein provided, except that the By-laws of the Corporation shall be, and hereby are, amended to delete the name "JP Foodservice, Inc." wherever it may therein appear, and substitute therefor in all such places the name "U.S. Foodservice";

RESOLVED, FURTHER, that the Chairman of the Board, the President, any Vice President and any other proper officers of the Corporation be, and they hereby are, authorized and directed to make, execute and acknowledge, in the name and under the corporate seal of the Corporation, a Certificate of Ownership and Merger for the purpose of effecting the Merger and to file the same in the office of the Secretary of State of the State of Delaware, and to do all other acts and things that may be necessary or appropriate to carry out and effectuate the purpose and intent of the resolutions relating to the Merger.