

09-29-1998



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Form PTO-1594 (Rev. 6-93)

RECORDATION FORM

IEET

U.S. DEPARTMENT OF COMMERCE

OMB No. 0651-0011(exp. 4/94)

TRADEMARKS ONLY

1998 Patent and Trademark Office

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

MSD 9-21-98

1. Name of conveying party(ies):

Multifoods Specialty Distribution, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Delaware
 Other _____

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

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

**Multifoods Distribution Group, Inc.
12650 E. Arapahoe Road
Building D
Englewood, CO 80112-3901**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Colorado
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date August 1, 1998

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)

4. Trademark Application No(s).
(See Attached Schedule A)

B. Trademark Registration No(s).
(See Attached Schedule A)

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

**Timothy J. Keenan
International Multifoods Corp.
200 East Lake Street
Wayzata, MN 55391-1662
Telephone: (612)594-3314**

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41).....\$240.00

Enclosed
 Authorized to be charged to deposit for underpayment

8. Deposit Account number:

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.

Timothy J. Keenan _____ *Timothy J. Keenan* _____ **September 15, 1998**
Name of person signing Signature Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

09/28/1998 DMGUYEN 00000198 75049830
h:\legal\trademarks\Masters\MSD\Merger Recordation

01 FC:481 40.00 DP
02 FC:482 200.00 DP

TRADEMARK
REEL: 1793 FRAME: 0401

SCHEDULE A

<u>Trademark</u>	<u>Application No.</u>	<u>Registration No.</u>
ALTRO	75-049,838	2,090,587
DELI CO FOODS and Design	73-554,754	1,409,653
MAZZA NORTHWEST'S FINEST CHEESE and Design	74-192,035	1,739,167
MILKING STOOL	74-351,956	1,791,767
PIZZA U UNIVERSITY and Design	778,788	1,563,873
PUERINGER	74-319,588	1,816,250
PUERINGER	74-321,152	1,817,001
ULTIMO	74-021,440	1,627,393
YOUR SOURCE FOR SUCCESS	74-486,405	1,892,458

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:

"MULTIFOODS SPECIALTY DISTRIBUTION, INC.", A DELAWARE CORPORATION,
WITH AND INTO "VSA, INC." UNDER THE NAME OF "MULTIFOODS DISTRIBUTION
GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE
STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY
OF JULY, A.D. 1998 AT 4 O'CLOCK P.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2157396 8100M

981318703

AUTHENTICATION: 9252265

DATE: 08-13-98

TRADEMARK
REEL: 1793 FRAME: 0403

JUL-29-1998 14:52

CORPORATION

STATE OF DELAWARE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 FILED 04:00 PM 07/29/1998
 981296368 - 2157396

**CERTIFICATE OF MERGER
 OF
 MULTIFOODS SPECIALTY DISTRIBUTION, INC.,
 A DELAWARE CORPORATION
 INTO
 VSA, INC.,
 A COLORADO CORPORATION**

VSA, Inc., a corporation organized and existing under the laws of the State of Colorado,

DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Multifoods Specialty Distribution, Inc.	Delaware
VSA, Inc.	Colorado

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is VSA, Inc., which shall herewith be changed to Multifoods Distribution Group, Inc., a Colorado corporation.

FOURTH: That the amendments or changes in the Articles of Incorporation of VSA, Inc., the surviving corporation, as are to be effected by the merger are as follows:

"ARTICLE I

The name of this corporation shall be Multifoods Distribution Group, Inc."

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is Multifoods Distribution Group, Inc., c/o International Multifoods Corporation, 200 East Lake Street, Wayzata, Minnesota 55391, Attention: Law Department.

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SIXTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That VSA, Inc. survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of Multifoods Specialty Distribution, Inc. as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Multifoods Distribution Group, Inc., c/o International Multifoods Corporation, 200 East Lake Street, Wayzata, Minnesota 55391, Attention: Law Department, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.


EIGHTH: That this Certificate of Merger shall be effective at 12:00 p.m. on July 31, 1998 (the "Effective Time").


NINTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of either of the constituent corporations at any time prior to the Effective Time.

Dated this 28th day of July, 1998.

ATTEST:

VSA, Inc.


By: Frank W. Borvino
Its: Secretary


By: Jeffrey E. Boies
Its: President

19980728 1453 04/06 Cert of Merger of MSD into VSA