

09-29-1998



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Form PTO-1594 (Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE

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

TRADEMARKS ONLY

Patent and Trademark Office

170 SEP 21 AM 9:36

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

MD 9-21-98

1. Name of conveying party(ies):

VSA, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Colorado
 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: 10

7. Total fee (37 CFR 3.41).....\$**265.00**

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: 6

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 DNGUYEN 00000199 74524362

01 FC:481 legal\trnarks\Masters\VSA Merger Recordatib 0.00 OP
02 FC:482 225.00 OP

TRADEMARK
REEL: 1793 FRAME: 0446

SCHEDULE A

<u>Trademark</u>	<u>Application No.</u>	<u>Registration No.</u>
GRINDSTONE CAFÉ	74-524,362	1,970,476
M Design	75-524,729	Pending
MERCHANT'S MART	75-419,960	Pending
TRAILSIDE SCOUT SNACKS	75-129,843	2,102,987
VENDOR'S SELECT	74-464,988	1,885,119
VSA	73-224,018	1,206,806
VSA	73-224,019	1,206,807
VSA	73-224,020	1,206,808
VSA COFFEE SHOPPE, THE and Design	74-505,671	1,898,641
VSA – VENDORS SUPPLY OF AMERICA	73-224,007	1,182,513

CHANGE OF NAME

File
1994 1087654

Dec
1987 1247241

ARTICLES OF MERGER
OF

MULTIFOODS SPECIALTY DISTRIBUTION, INC.,

A DELAWARE CORPORATION,

INTO

VSA, INC.,

A COLORADO CORPORATION

19981139271 C

\$ 100.00

SECRETARY OF STATE

07-30-1998 16:22:35

These Articles are made in accordance with Title 7, Article 111 of the Colorado Revised Statutes.

- 1. The Plan of Merger is as follows:

ARTICLE I

MERGER; SURVIVING CORPORATION

A. Merger. In accordance with the provisions of this Agreement and Plan of Merger, Multifoods Specialty Distribution, Inc. ("MSD") shall be merged with and into VSA, Inc. ("VSA").

B. Surviving Corporation. VSA shall be the surviving corporation of the merger (VSA being herein sometimes referred to as the "Surviving Corporation").

ARTICLE II

TERMS OF THE MERGER

A. Effective Time. The Merger shall become effective at 12:00 p.m. on July 31, 1998 (the "Effective Time").

B. Articles of Incorporation. The Articles of Incorporation of VSA are amended as follows:

"ARTICLE I

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

From and after the effective date of the merger and until further amended as provided by law, the Articles of Incorporation of VSA, as hereby amended, separate and

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apart from this Agreement of Merger, may be separately certified as the Articles of Incorporation, as amended, of the Surviving Corporation.

B. By-Laws. The By-Laws of VSA shall continue to be the By-Laws of the Surviving Corporation until further amended or supplemented in accordance with the Colorado Business Corporation Act.

ARTICLE III

EFFECT OF MERGER ON CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS

At the Effective Time, and without further action on the part of the holder thereof, (a) each share of capital stock of MSD which is then issued and outstanding shall be canceled and no payment shall be made with respect thereto and (b) the shares of the capital stock of VSA which are then issued and outstanding shall constitute the only issued and outstanding shares of capital stock of the Surviving Corporation.

ARTICLE IV

AMENDMENT OR TERMINATION OF MERGER

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 undersigned corporations at any time prior to the Effective Time.

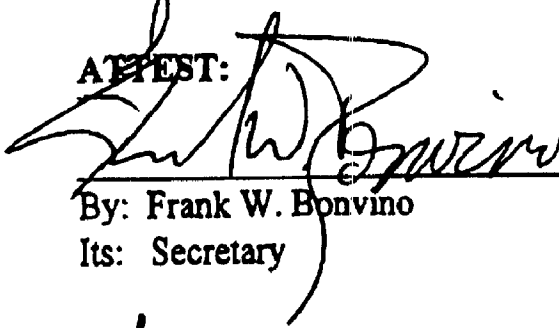
2. The address of the Surviving Corporation is Multifoods Distribution Group, Inc., c/o International Multifoods Corporation, 200 East Lake Street, Wayzata, Minnesota 55391, Attention: Law Department

3. The number of shareholder votes required to approve the merger plan were cast by the shareholders of each corporation involved in this merger.

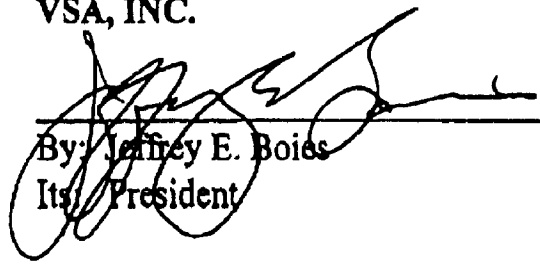
4. The effective date of the Merger is July 31, 1998.

Dated: July 28, 1998

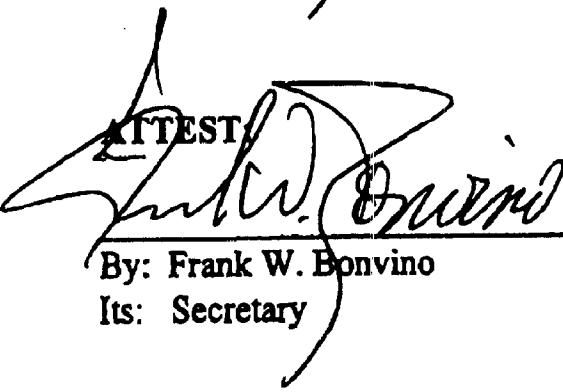
ATTEST:


By: Frank W. Bonvino
Its: Secretary

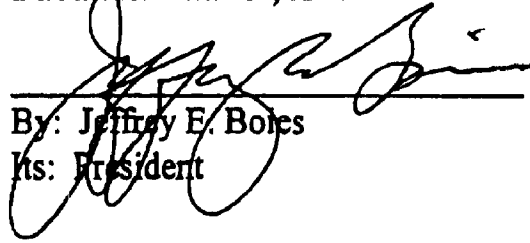
VSA, INC.


By: Jeffrey E. Boies
Its: President

ATTEST:


By: Frank W. Bonvino
Its: Secretary

MULTIFOODS SPECIALTY
DISTRIBUTION, INC.


By: Jeffrey E. Boies
Its: President

h:\legal\vjkl1998agmts\Articles of Merger of MSD into VSA

STATE OF COLORADO
DEPARTMENT OF STATE

I hereby certify that this is a true and
complete copy of the document filed in
this office and admitted to record in

File

381139271

DATED

17 AUG 19 77

Vicki Buckley
Secretary of State

By

[Signature]

