

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 980200220
CONTROL NUMBER: 9010651
EFFECTIVE DATE: 01/16/1998
REFERENCE : 0077
PRINT DATE : 01/20/1998
FORM NUMBER : 411

CT CORPORATION SYSTEM
PATTIE HARDY
100 PEACHTREE ST.
ATLANTA, GEORGIA 30361

CERTIFICATE OF MERGER

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:
COOPER SMITH, INC., a Georgia corporation

Nonsurviving Entity/Entities:
KERN'S BAKERIES, INC., a Tennessee corporation



Lewis A. Massey

Lewis A. Massey
Secretary of State

TRADEMARK

REEL: 1796 FRAME: 0332

98 0200220

Express Mail Label No.:
EH344118633US

ARTICLES OF MERGER

MERGING

KERN'S BAKERIES, INC.

(a Tennessee corporation)

INTO

COOPERSMITH, INC.

(a Georgia corporation)

Under Section 14-2-1107
of the Georgia Business Corporation Code

Pursuant to and in accordance with Section 14-2-1107 of the Georgia Business Corporation Code and Section 48-21-109 of the Tennessee Business Corporation Act, the undersigned corporation, CooperSmith, Inc., a Georgia corporation (the "Parent"), owning all of the outstanding shares of each class and series of Kern's Bakeries, Inc., a Tennessee corporation (the "Subsidiary"), hereby approves the following Articles of Merger:

FIRST: The names of the corporations participating in the merger and the States under the laws of which they are respectively organized is as follows:

<u>Name of Corporation</u>	<u>State</u>
CooperSmith, Inc.	Georgia
Kern's Bakeries, Inc.	Tennessee

SECOND: The merger shall become effective at 5:01 p.m. on January 16, 1998.

THIRD: The laws of the State under which the foreign corporation is incorporated permit such merger.

FOURTH: Shareholder approval of the plan of merger was not required.

FIFTH: The following plan of merger was approved as of the date hereof, pursuant to and in accordance with Section 14-2-1107 of the Georgia Business Corporation Code and Section 48-21-109 of the Tennessee Business Corporation Act, by a resolution adopted by the affirmative vote of all of the directors of the Parent:

PLAN OF MERGER

(1) Upon the merger of Kern's Bakeries, Inc., a Tennessee corporation (the "Subsidiary"), with and into CooperSmith, Inc., a Georgia corporation (the "Parent"), becoming effective:

- (a) the name of the surviving corporation shall be CooperSmith, Inc., and such corporation shall be governed by the laws of the State of Georgia;
- (b) the Subsidiary shall be merged with and into the Parent (hereinafter sometimes referred to as the "Surviving Corporation"), the separate existence of the Subsidiary shall cease, and the Parent shall possess all the rights, privileges, powers and franchises of the Subsidiary, of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Subsidiary;
- (c) all property of the Subsidiary, real, personal and mixed, all debts due to the Subsidiary on whatever account, and all other

things in action or belonging to the
Subsidiary shall be vested in the Parent;

- (d) the title to any real estate vested by deed or otherwise in the Subsidiary shall not revert or be in any way impaired, but all rights of creditors therein and all liens thereon shall be preserved unimpaired;
- (e) all debts, liabilities and duties of the Subsidiary shall attach to the Parent and may be enforced against the Parent to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Parent;
- (f) any claim existing or action or proceeding pending by or against the Subsidiary may be prosecuted as if the merger had not taken place, or the Parent may be proceeded against or substituted in place of the Subsidiary;
- (g) the Certificate of Incorporation and By-Laws of the Parent as in effect immediately prior to the merger becoming effective shall continue in full force and effect as the Certificate of Incorporation and By-Laws of the Surviving Corporation; and
- (h) the officers and directors of the Parent shall be and remain the officers and directors of the Surviving Corporation.

(2) All of the outstanding shares of the Subsidiary, all of which are owned by the Parent, shall be canceled and returned and shall cease to exist, without any conversion thereof into shares of the Parent.

SIXTH: The mailing of a copy of the plan of merger to the sole shareholder of the Subsidiary was unnecessary since that sole shareholder is the Parent of the Subsidiary.

SEVENTH: The Surviving Corporation certifies that a request for publication of a notice of filing of the Articles of Merger in an authorized newspaper will be made

in accordance with Section 14-2-1105.1 of the Georgia
Business Corporation Code.

SECRETARY OF STATE
JAN 16 12 33 PM '98
BOSTON

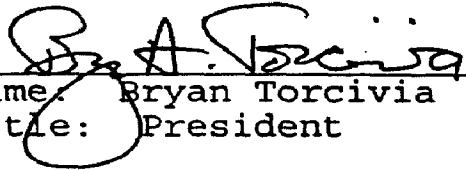
NY12528:87379.1

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Merger.

Dated: January 16, 1998

COOPERSMITH, INC.


By: _____


Name: Bryan Torcivia
Title: President

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Merger.

Dated: January 16, 1998

KERN'S BAKERIES, INC.

By: 
Name: Bryan Torcivia
Title: President

Express Mail Label No.:

Eh344118633US

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 01/20/98
REQUEST NUMBER: 3436-1424
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 01/16/98 0838
EFFECTIVE DATE/TIME: 01/16/98 1701
CONTROL NUMBER: 0095813

TO:
C T CORP SYSTEM
1633 BROADWAY
NEW YORK, NY 10019

RE:
NOT QUALIFIED CORPORATION
ARTICLES OF MERGER

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED ARTICLES OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A CORPORATION HAS ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE AND IN THE COUNTY IN WHICH THE NEW OR SURVIVING CORPORATION SHALL HAVE ITS PRINCIPAL OFFICE IF SUCH OFFICE IS IN TENNESSEE.

FOR: ARTICLES OF MERGER

ON DATE: 01/20/98

FROM:
C T CORPORATION SYSTEM (1633 BROADWAY)
1633 BROADWAY
NEW YORK, NY 10019-0000

RECEIVED: FEES \$50.00 \$50.00
TOTAL PAYMENT RECEIVED: \$100.00
RECEIPT NUMBER: 00002231909
ACCOUNT NUMBER: 00000025

RILEY C. DARNELL
SECRETARY OF STATE



FILED

90 JUN 15 AM 8:38

SECRETARY OF STATE

ARTICLES OF MERGER

MERGING

KERN'S BAKERIES, INC.

(a Tennessee corporation)

INTO

COOPERSMITH, INC.

(a Georgia corporation)

Under Section 48-21-109
of the Tennessee Business Corporation Code

Pursuant to and in accordance with Section 14-2-1107 of the Georgia Business Corporation Code and Section 48-21-109 of the Tennessee Business Corporation Act, the undersigned corporation, CooperSmith, Inc., a Georgia corporation (the "Parent"), owning all of the outstanding shares of each class and series of Kern's Bakeries, Inc., a Tennessee corporation (the "Subsidiary"), hereby approves the following Articles of Merger:

FIRST: The names of the corporations participating in the merger and the States under the laws of which they are respectively organized is as follows:

<u>Name of Corporation</u>	<u>State</u>
CooperSmith, Inc.	Georgia
Kern's Bakeries, Inc.	Tennessee

SECOND: The merger shall become effective at 5:01 p.m. on January 16, 1998.

NY12528.87379.1

93 JAN 16 11:28 AM '98
SECRET
THIRD: The articles of incorporation and the laws of the State under which the foreign corporation is incorporated permit such merger.

FOURTH: Shareholder approval of the plan of merger was not required.

FIFTH: The following plan of merger was approved as January 16, 1998 , pursuant to and in accordance with Section 14-2-1107 of the Georgia Business Corporation Code and Section 48-21-109 of the Tennessee Business Corporation Act, by a resolution adopted by the affirmative vote of all of the directors of the Parent:

PLAN OF MERGER

(1) Upon the merger of Kern's Bakeries, Inc., a Tennessee corporation (the "Subsidiary"), with and into CooperSmith, Inc., a Georgia corporation (the "Parent"), becoming effective:

- (a) the name of the surviving corporation shall be CooperSmith, Inc., and such corporation shall be governed by the laws of the State of Georgia;
- (b) the Subsidiary shall be merged with and into the Parent (hereinafter sometimes referred to as the "Surviving Corporation"), the separate existence of the Subsidiary shall cease, and the Parent shall possess all the rights, privileges, powers and franchises of the Subsidiary, of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Subsidiary;
- (c) all property of the Subsidiary, real, personal and mixed, all debts due to the Subsidiary on whatever account, and all other things in action or belonging to the Subsidiary shall be vested in the Parent;

RECEIVED
93 JAN 16 AM 8:38
SECRET STATE

- (d) the title to any real estate vested by deed or otherwise in the Subsidiary shall not revert or be in any way impaired, but all rights of creditors therein and all liens thereon shall be preserved unimpaired;
- (e) all debts, liabilities and duties of the Subsidiary shall attach to the Parent and may be enforced against the Parent to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Parent;
- (f) any claim existing or action or proceeding pending by or against the Subsidiary may be prosecuted as if the merger had not taken place, or the Parent may be proceeded against or substituted in place of the Subsidiary;
- (g) the Certificate of Incorporation and By-Laws of the Parent as in effect immediately prior to the merger becoming effective shall continue in full force and effect as the Certificate of Incorporation and By-Laws of the Surviving Corporation; and
- (h) the officers and directors of the Parent shall be and remain the officers and directors of the Surviving Corporation.

(2) All of the outstanding shares of the Subsidiary, all of which are owned by the Parent, shall be canceled and returned and shall cease to exist, without any conversion thereof into shares of the Parent.

SIXTH: The mailing of a copy of the plan of merger to the sole shareholder of the Subsidiary was unnecessary since that sole shareholder is the Parent of the Subsidiary.

1998 JAN 16 11:41:23

RECORDED
98 JAN 16 11:41:23

IN WITNESS WHEREOF, the undersigned has executed these
Articles of Merger.

SECRET
Dated: January 16, 1998

KERN'S BAKERIES, INC.

By: Bryan Torcivia
Name: Bryan Torcivia
Title: President

NY12528 873791

JAN 16 1998

IN WITNESS WHEREOF, the undersigned has executed these

Articles of Merger.

93 JAN 16 AM 0:38

Dated: January 16, 1998

SECRET

COOPERSMITH, INC.

By: Bryan A. Torcivia
Name: Bryan Torcivia
Title: President

NY12528 57791

Secretary of State
Corporations Section

Express Mail Label No.:

EH344118633US

James K. Polk Building, Suite 1800
Nashville, Tennessee 37243-0306

DATE: 02/18/98
REQUEST NUMBER: 3453-0933
TELEPHONE CONTACT: (615) 741-0537
FILE DATE/TIME: 02/18/98 1110
EFFECTIVE DATE/TIME: 02/18/98 1110
CONTROL NUMBER: 0345936

TO:
COOPER SMITH, INC
8400 MARYLAND AVE

ST LOUIS, MO 63105

RE:
COOPER SMITH, INC.
APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

WELCOME TO THE STATE OF TENNESSEE. THE ATTACHED CERTIFICATE OF AUTHORITY HAS BEEN FILED WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

A CORPORATION ANNUAL REPORT MUST BE FILED WITH THE SECRETARY OF STATE ON OR BEFORE THE FIRST DATE OF THE FOURTH MONTH FOLLOWING THE CLOSE OF THE CORPORATION'S FISCAL YEAR. PLEASE PROVIDE THIS OFFICE WITH WRITTEN NOTIFICATION OF THE CORPORATION'S FISCAL YEAR. THIS OFFICE WILL MAIL THE REPORT DURING THE LAST MONTH OF SAID FISCAL YEAR TO THE CORPORATION AT THE ADDRESS OF ITS PRINCIPAL OFFICE OR TO A MAILING ADDRESS PROVIDED TO THIS OFFICE IN WRITING. FAILURE TO FILE THIS REPORT OR TO MAINTAIN A REGISTERED PRINCIPAL OFFICE WILL SUBJECT THE CORPORATION TO ADMINISTRATIVE REVOCATION OF ITS CERTIFICATE OF AUTHORITY.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FOR: APPLICATION FOR CERTIFICATE OF AUTHORITY -
FOR PROFIT

ON DATE: 02/18/98

FROM:
C T CORPORATION SYSTEM (ST. LOUIS, MO)
906 OLIVE ST

ST. LOUIS, MO 63101-0000

RECEIVED: FEES \$300.00 \$300.00
TOTAL PAYMENT RECEIVED: \$600.00

RECEIPT NUMBER: 00002251670
ACCOUNT NUMBER: 00000015

RILEY C. DARNELL
SECRETARY OF STATE



SS-4458

RECORDED: 10/05/1998

TRADEMARK
REEL: 1796 FRAME: 0345