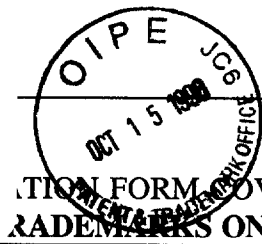


10-20-1998

FORM P
(Rev. 6/9)



100853188



TRADEMARK COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Attorney Docket No. 031749-004

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

1. Name of conveying party(ies):

American Fine Foods, Inc.

- Individual(s)
- General Partnership
- Corporation - DELAWARE
- Association
- Limited Partnership

Other: _____

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Merger
- Change of Name

Other: _____

Effective Date: June 9, 1987

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

Name: AFF, Inc.

Address: 25 North 6th Street

Payette, Idaho 83661

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - IDAHO
- Other:

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

504,116	741,668
553,320	1,175,370
659,896	1,191,918

Additional numbers attached? Yes No

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

Name: Bassam N. Ibrahim, Esq.

Address: Burns, Doane, Swecker & Mathis, L.L.P.

Post Office Box 1404

Alexandria, Virginia 22313-1404

6. Total number of applications and registrations involved: 6 (six)

7. Total fee (37 CFR 3.41): \$ 165

- Enclosed
- Authorized to be charged to deposit account, if necessary

8. Deposit account number:

02-4800

(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.

Bassam N. Ibrahim
Name of Person Signing

Signature

10/15/98
Date

Total number of pages including cover sheet, attachments, and document: 9

10/19/1998 JSHADAZZ 00000146 504116
01 FC:401 40.00 OP
02 FC:482 125.00 OP

State of Idaho


Department of State

CERTIFICATE OF MERGER OR CONSOLIDATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho hereby certify that duplicate originals of Articles of Merger of AMERICAN FINE FOODS, INC., a Delaware corporation into APF, INC., an Idaho corporation duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this certificate of Merger and attach hereto a duplicate original of the Articles of Merger

Dated June 9, 19 87



GREAT SEAL OF THE STATE OF IDAHO

Pete T. Cenarrusa
SECRETARY OF STATE

[Signature]
Corporation Clerk

CNC 779

ARTICLES OF MERGER

of RECEIVED
SEC. OF STATE
'87 JUN 9 AM 9 03
 AMERICAN FINE FOODS, INC., a Delaware corporation
 into
 AFF, INC., an Idaho corporation

Pursuant to the general corporation law of Delaware and the Idaho Business Corporation Act, American Fine Foods, Inc., a Delaware corporation (Parent), and AFF, Inc., an Idaho corporation (Surviving Corporation), adopt the following Articles of Merger for the purpose of merging into AFF, INC., an Idaho corporation (Surviving Corporation).

1. The attached Plan and Agreement of Merger was adopted and approved by the directors and shareholders of the Parent and the Surviving Corporation as prescribed by the laws of the states of Idaho and Delaware.

2. On April 20, 1986⁷, the board of directors of the Parent adopted the attached Plan and Agreement of Merger. On April 20, 1986⁷, there were 825,531 outstanding shares of the Parent. The number of shares voted in favor of the Merger was 825,531. The number of shares voted against the Merger was zero. There were no shares of any class that were entitled to vote as a class.

3. On May 13, 1986⁷, the board of directors of the Surviving Corporation adopted the attached Plan and Agreement of Merger. On May 13, 1986⁷, there were one hundred (100) shares outstanding of the Surviving Corporation. One hundred (100) shares were voted in favor of the Merger. No shares were voted against the Merger. There were no shares of any class entitled to vote as a class.

DATED This 20th day of May, 1986⁷.

AMERICAN FINE FOODS, INC.
 a Delaware corporation

By [Signature]
 Robert B. Moss, President

ATTEST:

[Signature]
 Secretary

ARTICLES OF MERGER - 1

PLAN AND AGREEMENT OF MERGER**Between****AFF, INC.
an Idaho corporation
(the Surviving Corporation)****and****AMERICAN FINE FOODS, INC.
a Delaware corporation
(the Parent Corporation)**

THIS PLAN AND AGREEMENT OF MERGER is entered into and dated May 20, 1986, between AMERICAN FINE FOODS, INC. (hereafter Fine Foods), and AFF, INC. (hereafter AFF), which are the constituent corporations in this Merger.

FIRST**RECITALS**

Fine Foods is validly organized, existing and in good standing under the laws of the State of Delaware. AFF is validly organized, existing and in good standing under the laws of the State of Idaho.

Fine Foods has authorized capital of Two Million and no/100 Dollars (\$2,000,000.00) consisting of two million shares of Common Stock having a par value of one dollar (\$1.00) per share. As of October 21, 1986, eight hundred twenty-five thousand five hundred thirty-one (825,531) shares of Common Stock were issued and outstanding, and 39,000 shares of Common Stock were held as treasury stock. No shares were subject to stock options held by officers or other employees.

The board of directors of each of the Constituent Corporations deem it advisable and in the best interests of their respective corporations and stockholders that Fine Foods merge into AFF in accordance with the pertinent statutes of the State of Idaho and the State of Delaware, and have entered into this Plan and Agreement of Merger in connection with the merger.

The business purpose of the Plan and Agreement of Merger, among others, is to transfer the corporate situs of Fine Foods from Delaware to Idaho as Fine Foods does not otherwise conduct business in Delaware.

PLAN AND AGREEMENT OF MERGER - 1

SECOND**AGREEMENT OF MERGER**

NOW, THEREFORE, the Constituent Corporations agree to merge into a single corporation which shall be AFF, Inc., the Surviving Corporation. The corporations agree to the following provisions which prescribe the terms and conditions of the statutory merger, the mode of carrying it into effect, and the manner and basis of converting the shares of Fine Foods into shares of AFF, as set forth in this document.

On the effective date of the merger, Fine Foods shall be merged into AFF and the separate existence of Fine Foods shall cease; the Surviving Corporation shall become a single corporation named AFF, Inc., an Idaho corporation.

THIRD**ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION**

The Articles of Incorporation of the Idaho corporation which are set forth in Exhibit A to this Plan and Agreement of Merger shall continue to be the Articles of Incorporation of the Surviving Corporation, and may be amended in the future according to the corporation laws of the State of Idaho. AFF, Inc. explicitly shall have the right to amend its Articles of Incorporation and change its name to American Fine Foods, Inc., after the effective date of this Merger.

FOURTH**BYLAWS OF THE SURVIVING CORPORATION**

The Bylaws of AFF in effect immediately prior to the effective date of the Merger shall continue to be the Bylaws of the Surviving Corporation, until altered or repealed in the manner provided by the corporation laws of the State of Idaho.

FIFTH**DIRECTORS AND OFFICERS OF SURVIVING CORPORATION**

The Directors and Officers of AFF immediately prior to the effective date of the Merger shall continue to be the Directors and Officers of the Surviving Corporation, to hold office for the terms specified in the Bylaws of AFF and until their respective successors are duly elected and qualified.

PLAN AND AGREEMENT OF MERGER - 2

SIXTH

MANNER AND BASIS OF CONVERSION OF SHARES

The treatment of the shares of Fine Foods, and the manner of converting the shares of Fine Foods into shares of stock of AFF shall be as follows:

one 1. Upon the effective date of the Merger, each of the ~~eight hundred twenty-five thousand five hundred thirty-one~~ ¹⁰⁰ (825,531) shares of Common Stock of AFF presently issued and outstanding shall be retired, and no shares of Common Stock or other securities of AFF shall be issued in their place.

2. Upon the effective date of the Merger, each of the issued and outstanding shares of Common Stock of Fine Foods and all rights concerning those shares shall be converted into one (1) fully paid and nonassessable share of Common Stock of AFF, and each certificate nominally representing shares of Common Stock of Fine Foods shall for all purposes be deemed to evidence the ownership of the same number of shares of Common Stock of AFF. The holders of those certificates shall not be immediately required to surrender them in exchange for certificates of Common Stock of AFF but, as the certificates nominally representing shares of Common Stock of Fine Foods are surrendered for transfer, AFF will issue certificates representing shares of Common Stock of AFF. Whenever any holder of certificates nominally representing shares of Common Stock of Fine Foods surrenders those certificates, AFF will issue in their place certificates for the same number of shares of Common Stock of AFF.

SEVENTH

EFFECT OF MERGER

On the effective date of the Merger, the Surviving Corporation shall possess all the rights and assume all the liabilities of each of the Constituent Corporations. All of the assets of the Constituent Corporations, whether tangible or intangible, shall vest in the Surviving Corporation on the effective date of the Merger, as fully as they were vested in the Constituent Corporations. No title to real estate belonging to the Constituent Corporations, whether vested by deed or otherwise, shall revert or in any way be impaired by this Merger. However, all liabilities and duties of the Constituent Corporations will attach to the Surviving Corporation and may be enforced against it to the same extent as if the Surviving Corporation had incurred those liabilities and duties.

If the Surviving Corporation determines that further assignments or assurances are necessary to vest title to any property or rights in it, those who were proper officers and

PLAN AND AGREEMENT OF MERGER - 3

directors of the Constituent Corporations on the effective date of the Merger shall execute, acknowledge and deliver any instruments and perform any acts necessary or appropriate to demonstrate the vesting of that property or those rights in the Surviving Corporation. The capacity and authority of the Constituent Corporations and their officers shall be deemed continuing for that purpose.

The Surviving Corporation agrees that it may be served with process in the State of Delaware and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process, in any proceeding for enforcement of any obligation of Fine Foods arising in the State of Delaware prior to the effective date of the Merger.

EIGHTH

ACCOUNTING AND STATED CAPITAL

When the Merger becomes effective, and subject to changes, adjustments or eliminations necessary under Generally Accepted Accounting Principles, (a) the assets and liabilities of the Constituent Corporations shall be recorded in the accounting records of the Surviving Corporation at the amounts in which they shall be carried at that time in the accounting records of the Constituent Corporations, (b) the amount of stated capital with which the Surviving Corporation shall begin business immediately after the effective date of the Merger is Eight Hundred Twenty-five Thousand Five Hundred Thirty-one and no/100 Dollars (\$825,531.00).

NINTH

DIRECTORS

The name and post office address of the directors of AFF, Inc. following the effective date of the Merger is:

<u>Name</u>	<u>Mailing Address</u>
Robert B. Moss	Post Office Box 460 Payette, Idaho
Tony Moss	Post Office Box 460 Payette, Idaho
Ronald Schoen	Post Office Box 460 Payette, Idaho
Richard R. Steiner	Post Office Box 2317 Salt Lake City, Utah
Robert C. Steiner	Post Office Box 2317 Salt Lake City, Utah

PLAN AND AGREEMENT OF MERGER - 4

TENTH

EFFECTIVE DATE


This Plan and Agreement of Merger shall become effective immediately upon compliance with the laws of the states of Delaware and Idaho.

IN WITNESS WHEREOF, the undersigned officers have signed their names hereto and have caused their respective corporate seals of the Constituent Corporations to be affixed hereto the 20th day of May, 1996.

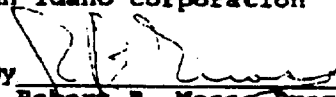
AMERICAN FINE FOODS, INC.
a Delaware corporation

By 
Robert B. Moss, President

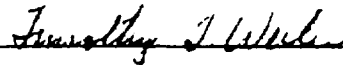
ATTEST:

By 

APP, INC.
an Idaho corporation

By 
Robert B. Moss, President

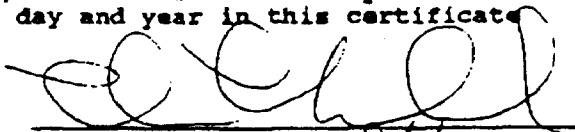
ATTEST:

By 

STATE OF Idaho)
County of Ada) ss.

On this 20th day of May, 1986, before me, a notary public in and for said county and state, personally appeared ROBERT B. MOSS, known to me to be the President of AMERICAN FINE FOODS, INC., the corporation named in the above instrument, and acknowledged to me that he executed the same on behalf of such corporation.

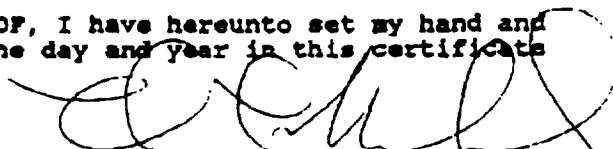
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC for Idaho
Residing at Idaho
My Commission Expires 7-10-91

STATE OF Idaho)
County of Ada) ss.

On this 20th day of May, 1986, before me, a notary public in and for said county and state, personally appeared ROBERT B. MOSS, known to me to be the President of AFF, INC., the corporation named in the above instrument, and acknowledged to me that he executed the same on behalf of such corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


NOTARY PUBLIC for Idaho
Residing at Idaho
My Commission Expires 7-10-91

PLAN AND AGREEMENT OF MERGER - 6