

10-23-1998



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

100858326

... FRONT COVER SHEET

TRADEMARKS ONLY

MRO
10.8.98

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

1. Name of conveying party(ies):
Tastemaker Corporation

Individual(s) Association
 General Partnership Limited Partnership

Corporation-State Delaware

Other _____

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

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

Name: Givaudan Roure Flavors Corporation

Internal Address: _____

Street Address: 1199 Edison Drive

City: Cincinnati State: Ohio Zip: 45216

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State Delaware

Other _____

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

(Designations must be a separate document from Assignment)

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

3. Nature of conveyance:

Assignment Merge
 Security Agreement Change of Name

Other _____

Execution Date: June 17, 1997

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)
See attached Exhibit B

Additional numbers attached? Yes No
See attached Exhibit B

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

6. Total number of registrations
involved: 6

Name: Alan P. Kass, Esq.

Internal Address:

7. Total fee (37 CFR 3.41).....\$ 165.00

- Authorized to be charged to deposit account
- Authorized any deficiencies to be charged to deposit account

Street address: 340 Kingsland Street

8. Deposit account number:

50-0691

(Attach duplicate copy of this page if
paying by deposit account)

City: Nutley State: NJ Zip: 07110

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.

Alan P. Kass
Name of Person Signing


Signature

04/12/88
Date

CONTACT: Ms. Janet Gerding
TELEPHONE: (973) 235-4386
FAX: (201) 235-2363

Total number of pages comprising cover sheet: 6

EXHIBIT B

"Aldemax," Registration No. 1,468,557

"Flav-O-Lok," Registration No. 1,025,834

"Flavorburst," Registration No. 1,864,449

~~"The Flavormakers," Registration No. 1,686,613~~

"Prime," Registration No. 1,372,868

"Redd," Registration No. 1,954,462

~~"R888," Registration No. 1,682,541~~

"Tastemaker," Registration No. 1,843,370

State of Delaware

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 AMENDMENT OF "TASTEMAKER CORPORATION", CHANGING ITS NAME FROM "TASTEMAKER CORPORATION" TO "GIVAUDAN ROURE FLAVORS CORPORATION", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JUNE, A.D. 1997, AT 2 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



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

Edward J. Freel, Secretary of State

2161266 8100

971199896

AUTHENTICATION:

8516904

DATE:

06-18-97

TRADEMARK
REEL: 1803 FRAME: 0430

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * *

Tastemaker Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), **DOES HEREBY CERTIFY:**

FIRST: That the Board of Directors of said Corporation, by the unanimous written consent of its members, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said Corporation.

RESOLVED, that the Certificate of Incorporation of the Corporation be amended by changing **ARTICLE FIRST** thereof so that, as amended, said Article shall be and read as follows:


"ARTICLE FIRST. The name of the Corporation is Givaudan Roure Flavors Corporation."

SECOND: That in lieu of a meeting and vote of stockholders, the sole stockholder has given unanimous written consent to said amendment in accordance with the provisions of section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of sections 242 and 228 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Tastemaker Corporation has caused this certificate to be signed by Albert Imesch, its Senior Vice President, Chief Financial Officer and Treasurer, and attested by Stephanie Schrimpf Thomson, its Secretary, this 17th day of June, 1997.

TASTEMAKER CORPORATION

By: 
Name: Albert Imesch
Title: Senior Vice President, Chief Financial Officer
and Treasurer

ATTEST:

By: 
Name: Stephanie Schrimpf Thomson
Title: Secretary