

MRD  
11-18-98  
RECORDATION  
TRADE

11-23-1998

Docket No.:



100909182

Tab settings

To the Honorable Commissioner of Patents and Trademarks, original documents or copy thereof.

1. Name of conveying party(ies):

Paramount Macaroni Company Inc.

- Individual(s)
- General Partnership
- Corporation-State New York
- Other
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 3, 1991

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

Name: BDH One, Inc.

Internal Address: Suite 202

Street Address: One Little Falls Centre

City: Wilmington State: DE ZIP: 19808

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

536,579

Additional numbers attached?  Yes  No

405

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

Name: Cory M. Amron

Internal Address: Vorys, Sater, Seymour and Pease LLP

Street Address: 1828 L Street, N.W., Suite 1111

City: Washington State: DC ZIP: 20036

6. Total number of applications and registrations involved:.....

1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-0585

11/20/1998 DNGUYEN 00000300 536579

DO NOT USE THIS SPACE

01 FC:481

40.00 DP

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.

Cory M. Amron

Name of Person Signing

Cory Amron

Signature

11.10.98

Date

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

4

STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP AND MERGER

OF  
PARAMOUNT MACARONI COMPANY INC.  
(A New York corporation)

INTO  
BDH ONE, INC.  
(A Delaware corporation)

It is hereby certified that:

1. BDH One, Inc. (the "Corporation") is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of stock of Paramount Macaroni Company Inc., ("Paramount") which is a business corporation of the State of New York.
3. The laws of the jurisdiction of organization of Paramount permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Paramount into the Corporation.
5. The following is a copy of the resolutions adopted on December \_\_, 1991 by the Board of Directors of the Corporation to merge Paramount Macaroni Company Inc. into the Corporation:

RESOLVED, that the Board approves the merger of Paramount Macaroni Company Inc., ("Paramount") a wholly-owned subsidiary of the Corporation into the Corporation and that all of the estate, property, rights, privileges, powers and franchises of Paramount be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Paramount in its name.

RESOLVED, that this corporation, as the surviving corporation shall succeed to all assets and assume all liabilities of Paramount effective as of 11:59 P.M. on December 31, 1991.

RESOLVED, that simultaneously with the effectiveness of the Paramount merger on December 31, 1991, the Corporation shall dividend the assets and liabilities of Paramount to Borden, Inc.

RESOLVED, that the Officers of this Corporation or any of them shall take all action necessary to effect such merger,

including the execution and filing with the State of Delaware and by other appropriate governmental agencies of all certificates, agreements and other documents required. Further enabling resolutions may be appended to these minutes as required or appropriate.

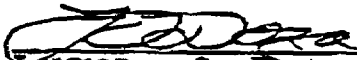
RESOLVED, the merger herein provided for may be abandoned by action of the Sole Director of this Corporation at any time prior to the filing of the Certificate of Ownership and Merger with the Secretary of State of Delaware in the event that it shall be deemed to be in the best interest of the corporation to do so.

This consent shall be filed with the minutes of the Corporation.

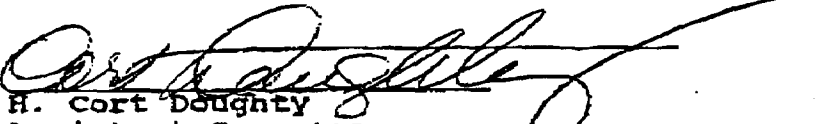
Executed on *December 3, 1991.*

BDH ONE, INC.

By:

  
Lawrence O. Doza  
Chairman, President and  
Chief Executive Officer

Attest:

  
H. Cort Doughty  
Assistant Secretary

# State of Delaware



## Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP OF BDH ONE, INC., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, MERGING PARAMOUNT MACARONI COMPANY INC. A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW YORK, PURSUANT TO SECTION 253 OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF DECEMBER, A.D. 1991, AT 9:01 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

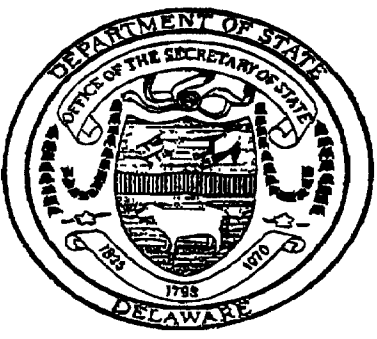
\* RECEIVED FOR RECORD \*  
*Dec 10* A.D. 19 *91*

*Michael T. Sene*  
 RECORDER

\$8.00 STATE DOCUMENT FEE PAID

*Michael Harkins*  
 Michael Harkins, Secretary of State

AUTHENTICATION: \*3262521  
 DATE: 12/09/1991



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