

CONTINUATION OF RECORDATION FORM

4(B) Application Numbers

TRADEMARK

APPLICATION NUMBER

BEST FOODS DIJONNAISE	75/262564
BRING OUT THE BEST FOODS AND BRING OUT THE BEST	75/309153
HELLMANN'S DIJONNAISE	75/262565
IN TWO MINUTES YOU'VE GOT IT MADE	75/354745
IRON DESIGN	75/355515
NIAGARA EASY IRON AND DESIGN	75/376084
PRO CHEF	75/402040
PROFESSIONAL CHEF	75/401042

State of Delaware
Office of the Secretary of State

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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 OWNERSHIP, WHICH MERGES:

"BESTFOODS MERGER CO.", A DELAWARE CORPORATION,
WITH AND INTO "CPC INTERNATIONAL INC." UNDER THE NAME OF "BESTFOODS", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF JANUARY, A.D. 1998.



A handwritten signature in black ink, appearing to read "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

9385335

0533401 8100M

981422481

11-03-98
TRADEMARK

REEL: 1823 FRAME: 0292

11-25-97

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING**

BESTFOODS MERGER CO.

INTO

CPC INTERNATIONAL INC.

(Pursuant to Section 253 of the
General Corporation Law of Delaware)

CPC International Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

FIRST: That the corporation owns all of the outstanding shares of each class of stock of Bestfoods Merger Co., a Delaware corporation incorporated on the 27th day of August, 1997, pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on September 16, 1997, determined to and effective January 2, 1998 will merge into itself said Bestfoods Merger Co., by the adoption thereof:

RESOLVED, that the Corporation merge and effective January 2, 1998 (the "Effective Date") it will merge into itself Bestfoods Merger Co. and assume on such Effective Date all of its obligations.

RESOLVED, that said merger shall become effective after the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and on the Effective Date.

RESOLVED, that upon merger, the name of the Corporation shall be changed to Bestfoods and Article FIRST of the Restated Certificate of Incorporation of the Corporation, as heretofore amended, shall be amended to read as follows:

"FIRST: The name of the corporation is Bestfoods."

**CERTIFICATE OF ASSETS
OF
CPC INTERNATIONAL INC.**

CPC INTERNATIONAL INC., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

The total assets of the Corporation as reported to the United States on U.S. Form 1120 Schedule L are not less than 10 million dollars.

In witness whereof, the Corporation has caused this certificate to be signed by its duly authorized officer this 24th day of November, 1997.

CPC INTERNATIONAL INC.

By: 

Name: Hanes A. Heller

Title: Vice President and
General Counsel