

RECORDATION FORM C
TRADEMARKS

12-30-1998

DEPARTMENT OF COMMERCE
Patent and Trademark Office



100931571

copy thereof.

To the Honorable Commissioner of Patents and Trademarks: Please

1. Name of conveying party(ies):
 JOHANNA DAIRIES INCORPORATED
 JOHANNA FARMS ROAD
 FLEMINGTON NJ

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State NJ
 Other _____

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

2. Name and address of receiving party(ies)

Name: JOHANNA FOODS, INC
 Internal Address: _____
 Street Address: JOHANNA FARMS ROAD
 City: FLEMINGTON State: NJ Zip: 08822
 Country: USA

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State NJ
 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

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DEC 19 AM 9:01
OPR/FINANCE

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 3/31/95

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE ATTACHED

Additional numbers attached? Yes No

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

Name: BRUCE H. SALES
 Internal Address: LERNER, DAVID, LITTENBERG,
KRUMHOLZ & MENTLIK, LLP
 Street Address: 600 South Avenue West
 City: Westfield State: NJ ZIP: 07090

6. Total Number of applications and registrations involved: 15

7. Total Fee (37 CFR 3.41).....\$ 390.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
12-1095

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

12/22/1998 JSHABAZZ 00000158 121095 1864826

01 FC:481 40.00 CH
 02 FC:482 350.00 CH

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.

BRUCE H. SALES
 Name of Person Signing

Bruce H. Sales
 Signature

DECEMBER 17, 1998
 Date

Total number of pages including cover sheet, attachments, and document: 13

Mail documents to be recorded with required cover sheet information to:

U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231 Attention: Assignments

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

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

A. Trademark Registration Nos.

1,864,826

1,880,767

1,767,588

1,409,766

1,294,801

1,273,798

1,270,894

1,175,375

1,106,763

989,688

920,809

884,391

882,567

1,425,045

1,524,710

11:01
3/31/95 23:58

609 538 8761

KAUFMAN HARLOW

002

CERTIFICATE OF MERGER
OF

FILED

JDI ACQUISITION, INC.

MAR 31 1995

AND

LONNA R. HOOKS
Secretary of State

JOHANNA DAIRIES INCORPORATED

The undersigned corporations

DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
JDI Acquisition, Inc.	New Jersey
Johanna Dairies Incorporated	New Jersey

SECOND: That the corporation surviving the merger shall be Johanna Dairies Incorporated.

THIRD: That the name of the corporation surviving the merger shall be changed to Johanna Foods, Inc.

FOURTH: That the Plan of Merger between the parties to the merger is attached hereto as Exhibit A ("the Plan").

FIFTH: The Plan was approved, adopted, certified, executed and acknowledged by the board of directors and shareholder of JDI Acquisition, Inc. on March 10, 1995 and March 10, 1995, respectively, in accordance with the requirements of Title 14A, Section 14A:10-1 and Section 14A:10-3 of the New Jersey Business Corporation Act.

SIXTH: The Plan was approved, adopted, certified, executed and acknowledged by the board of directors and shareholder of

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3:58 609 538 8761

KAUFMAN HARLOW

003

Johanna Dairies Incorporated on March 24, 1995 and March 24, 1995, respectively, in accordance with the requirements of Title 14A, Section 14A:10-1 and Section 14A:10-3 of the New Jersey Business Corporation Act.

SEVENTH: The total number of shares entitled to vote on the Plan is as follows:

CORPORATION	TOTAL SHARES ENTITLED TO VOTE
JDI Acquisition, Inc.	-500-
Johanna Dairies Incorporated	-51-

SIXTH: The total number of shares entitled to vote for and against the Plan is as follows:

CORPORATION	FOR	AGAINST
JDI Acquisition, Inc.	-500-	-0-
Johanna Dairies Incorporated	-51-	-0-

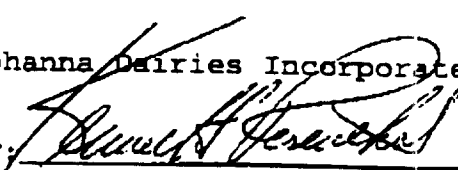
SEVENTH: That this Certificate of Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of New Jersey.

Dated: March 31, 1995.

JDI Acquisition, Inc.

By: _____
Robert A. Facchina, President

Johanna Dairies Incorporated

By:  _____
Kenneth Rosenthal, Executive Vice President

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KAUFMAN HARLOW

004

EXHIBIT A

PLAN OF MERGER

THIS A PLAN OF MERGER (the "Plan") adopted by the Board of Directors of JDI ACQUISITION, INC., a New Jersey Corporation ("JDI"), on March 10, 1995 and by the Board of Directors of JOHANNA DAIRIES INCORPORATED, a New Jersey Corporation ("Johanna"), on March 24, 1995.

1. Merger. On March 31, 1995 (the "Effective Date"), subject to the approval of the shareholders of each of Johanna and JDI and in accordance with Title 14A, Chapter 10, Sections 14A:10-1 and 14A:10-3 of the New Jersey Business Corporation Act (the "NJBCA"), JDI shall be merged with and into Johanna (the "Merger"). Johanna shall be the surviving corporation (the "Surviving Corporation") of the Merger. All appropriate documents necessary to effectuate the Merger shall be filed with the Secretary of State of the State of New Jersey in order to effect the Merger on the Effective Date.

2. Governing Documents. The Certificate of Incorporation and Bylaws of JDI as in effect on the Effective Date shall continue in full force and effect as the Certificate of Incorporation and Bylaws of the Surviving Corporation upon the consummation of the Merger; provided, however, that from and after the Effective Date, the name of the Surviving Corporation shall be "Johanna Foods, Inc."

3. Officers and Directors. The officer and directors of JDI immediately prior to the Effective Date shall be the officers and directors of the Surviving Corporation and such officers and directors shall hold office from the Effective Date until their respective successors are duly elected or appointed and qualified in the manner provided in the Bylaws of the Surviving Corporation, as the same may be lawfully amended, or as otherwise provided by law.

4. Conversion of Shares. On the Effective Date:

a. Shares of Johanna. Each of the fifty-one (51) shares of Johanna common stock that are issued and outstanding immediately prior to the Effective Date shall, without any action on the part of the holders thereof, be converted into cash.

b. Shares of JDI. Each of the five hundred (500) shares of JDI common stock that are issued and outstanding immediately prior to the Effective Date shall, without any action on the part of the holders thereof, be converted into a duly authorized share of common stock of the Surviving Corporation

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KAUFMAN HARLOW

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par value \$.01 per share). Such five hundred (500) shares of common stock of the Surviving Corporation shall, in the aggregate, constitute a one-hundred percent (100%) interest in the class of shares issued and outstanding on the Effective Date entitled to vote for the election of directors.

5. Succession of Surviving Corporation. As of the Effective Date, (i) the separate existence of JDI shall cease, (ii) JDI shall be merged with and into Johanna, and (iii) the name of the Surviving Corporation shall be "Johanna Foods, Inc." The Surviving Corporation shall have all the rights, privileges, immunities and powers and be subject to all the duties and liabilities granted or imposed by the NJBCA. The Surviving Corporation shall also thereupon and thereafter possess all the rights, privileges, immunities, powers and franchises, of a public as well as of a private nature, of each of the merging companies; all property, real, personal and mixed, and all debts due on whatever account and all other choses in action and all and every other interest of, belonging or due to, each of the companies so merged, shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the merged companies shall not revert or in any way be impaired by reason of such merger. The Surviving Corporation shall thereafter be responsible and liable for all of the liabilities and obligations of each of the companies so merged; any claim existing or action or proceeding pending by or against either of the merged companies may be prosecuted to judgement as if such Merger had not taken place, or the Surviving Corporation may be substituted in the place of the merged companies. Neither the rights of the creditors nor any liens upon the property of JDI or Johanna shall be impaired by such Merger, but such liens shall be limited to the property upon which they were liens immediately prior to the Effective Date.

6. Further Assistance. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of JDI and Johanna such deeds and other instruments, and there shall be taken or caused to be taken by all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, or record or otherwise in the Surviving Corporation the title to and possession of all property interests, assets, rights, privileges, immunities, powers, franchises and authority of JDI and Johanna, and otherwise to effectuate the Merger. From and after the Effective Date, the officers and directors of the Surviving Corporation shall be fully authorized in the name and on behalf of JDI and Johanna to take any and all such action and to execute and deliver any and all such deeds and other instruments.

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7. Stock Certificates. The registered owner on the books and records of JDI and Johanna of any outstanding stock certificates of either corporation shall neither have nor be entitled to exercise, irrespective of whether such certificates shall have been surrendered to or otherwise accounted for by the Surviving Corporation or any transfer agent, any voting or other rights with respect to, or receive any dividend or other distribution upon, shares of the Surviving Corporation evidenced by such outstanding certificates.

8. Governing Law. The Merger shall be governed by and construed in accordance with the laws of the State of New Jersey.

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KAUFMAN HARLOW

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CERTIFICATE OF MERGER

OF

JDI ACQUISITION, INC.

AND

JOHANNA DAIRIES INCORPORATED

The undersigned corporations

DO HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
JDI Acquisition, Inc.	New Jersey
Johanna Dairies Incorporated	New Jersey

SECOND: That the corporation surviving the merger shall be Johanna Dairies Incorporated.

THIRD: That the name of the corporation surviving the merger shall be changed to Johanna Foods, Inc.

FOURTH: That the Plan of Merger between the parties to the merger is attached hereto as Exhibit A ("the Plan").

FIFTH: The Plan was approved, adopted, certified, executed and acknowledged by the board of directors and shareholder of JDI Acquisition, Inc. on March 10, 1995 and March 10, 1995, respectively, in accordance with the requirements of Title 14A, Section 14A:10-1 and Section 14A:10-3 of the New Jersey Business Corporation Act.

SIXTH: The Plan was approved, adopted, certified, executed and acknowledged by the board of directors and shareholder of

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KAUFMAN HARLOW

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Johanna Dairies Incorporated on March 24, 1995 and March 24, 1995, respectively, in accordance with the requirements of Title 14A, Section 14A:10-1 and Section 14A:10-3 of the New Jersey Business Corporation Act.

SEVENTH: The total number of shares entitled to vote on the plan is as follows:

CORPORATION	TOTAL SHARES ENTITLED TO VOTE
JDI Acquisition, Inc.	-500-
Johanna Dairies Incorporated	-51-

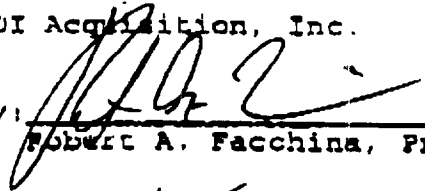
SIXTH: The total number of shares entitled to vote for and against the Plan is as follows:

CORPORATION	FOR	AGAINST
JDI Acquisition, Inc.	-500-	-0-
Johanna Dairies Incorporated	-51-	-0-

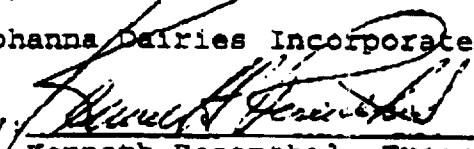
SEVENTH: That this Certificate of Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of New Jersey.

Dated: March 31, 1995.

JDI Acquisition, Inc.

By: 
Robert A. Facchina, President

Johanna Dairies Incorporated

By: 
Kenneth Rosenthal, Executive Vice President

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8609 538 8761

KAUFMAN HARLOW

009

EXHIBIT A

PLAN OF MERGER

THIS A PLAN OF MERGER (the "Plan") adopted by the Board of Directors of JDI ACQUISITION, INC., a New Jersey Corporation ("JDI"), on March 10, 1995 and by the Board of Directors of JOHANNA DAIRIES INCORPORATED, a New Jersey Corporation ("Johanna"), on March 24, 1995.

1. Merger. On March 31, 1995 (the "Effective Date"), subject to the approval of the shareholders of each of Johanna and JDI and in accordance with Title 14A, Chapter 10, Sections 14A:10-1 and 14A:10-3 of the New Jersey Business Corporation Act (the "NJBCA"), JDI shall be merged with and into Johanna (the "Merger"). Johanna shall be the surviving corporation (the "Surviving Corporation") of the Merger. All appropriate documents necessary to effectuate the Merger shall be filed with the Secretary of State of the State of New Jersey in order to effect the Merger on the Effective Date.

2. Governing Documents. The Certificate of Incorporation and Bylaws of JDI as in effect on the Effective Date shall continue in full force and effect as the Certificate of Incorporation and Bylaws of the Surviving Corporation upon the consummation of the Merger; provided, however, that from and after the Effective Date, the name of the Surviving Corporation shall be "Johanna Foods, Inc."

3. Officers and Directors. The officer and directors of JDI immediately prior to the Effective Date shall be the officers and directors of the Surviving Corporation and such officers and directors shall hold office from the Effective Date until their respective successors are duly elected or appointed and qualified in the manner provided in the Bylaws of the Surviving Corporation, as the same may be lawfully amended, or as otherwise provided by law.

4. Conversion of Shares. On the Effective Date:

a. Shares of Johanna. Each of the fifty-one (51) shares of Johanna common stock that are issued and outstanding immediately prior to the Effective Date shall, without any action on the part of the holders thereof, be converted into cash.

b. Shares of JDI. Each of the five hundred (500) shares of JDI common stock that are issued and outstanding immediately prior to the Effective Date shall, without any action on the part of the holders thereof, be converted into a duly authorized share of common stock of the Surviving Corporation

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KAUFMAN HARLOW

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(par value \$.01 per share). Such five hundred (500) shares of common stock of the Surviving Corporation shall, in the aggregate, constitute a one-hundred percent (100%) interest in the class of shares issued and outstanding on the Effective Date entitled to vote for the election of directors.

5. Succession of Surviving Corporation. As of the Effective Date, (i) the separate existence of JDI shall cease, (ii) JDI shall be merged with and into Johanna, and (iii) the name of the Surviving Corporation shall be "Johanna Foods, Inc." The Surviving Corporation shall have all the rights, privileges, immunities and powers and be subject to all the duties and liabilities granted or imposed by the NJBCA. The Surviving Corporation shall also thereupon and thereafter possess all the rights, privileges, immunities, powers and franchises, of a public as well as of a private nature, of each of the merging companies; all property, real, personal and mixed, and all debts due on whatever account and all other choses in action and all and every other interest of, belonging or due to, each of the companies so merged, shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the merged companies shall not revert or in any way be impaired by reason of such merger. The Surviving Corporation shall thereafter be responsible and liable for all of the liabilities and obligations of each of the companies so merged; any claim existing or action or proceeding pending by or against either of the merged companies may be prosecuted to judgement as if such Merger had not taken place, or the Surviving Corporation may be substituted in the place of the merged companies. Neither the rights of the creditors nor any liens upon the property of JDI or Johanna shall be impaired by such Merger, but such liens shall be limited to the property upon which they were liens immediately prior to the Effective Date.

6. Further Assistance. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of JDI and Johanna such deeds and other instruments, and there shall be taken or caused to be taken by all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, or record or otherwise in the Surviving Corporation the title to and possession of all property interests, assets, rights, privileges, immunities, powers, franchises and authority of JDI and Johanna, and otherwise to effectuate the Merger. From and after the Effective Date, the officers and directors of the Surviving Corporation shall be fully authorized in the name and on behalf of JDI and Johanna to take any and all such action and to execute and deliver any and all such deeds and other instruments.

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7. Stock Certificates. The registered owner on the books and records of JDI and Johanna of any outstanding stock certificates of either corporation shall neither have nor be entitled to exercise, irrespective of whether such certificates shall have been surrendered to or otherwise accounted for by the Surviving Corporation or any transfer agent, any voting or other rights with respect to, or receive any dividend or other distribution upon, shares of the Surviving Corporation evidenced by such outstanding certificates.

8. Governing Law. The Merger shall be governed by and construed in accordance with the laws of the State of New Jersey.

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KAUFMAN HARLOW

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I, The Secretary of State of the State of New Jersey, DO HEREBY CERTIFY that the foregoing is a true copy of **CERTIFICATE OF MERGER** and the endorsements thereon, as the same is taken from and compared with the original filed in my office on the *31st* day of *March*, A.D. *1995* and is remaining on file and of record therein.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my Official Seal at Trenton, this day *31st* of *March*, A.D. *1995*
SECRETARY OF STATE

Thomas A. Hodge

TRADEMARK