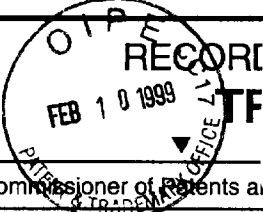


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ET U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



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To the Honorable Commissioner of Patents and Trademarks

original documents or copy thereof.

1. Name of conveying party(ies):

Swiss Village Cheese, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: December 19, 1994

2. Name and address of receiving party(ies)

Name: Simplot Dairy Products, Inc.

Internal Address: \_\_\_\_\_

Street Address: P.O. Box 27

City: Boise State: ID ZIP: 83707

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Idaho
- 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 patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,341,100; 1,341,125; and 1,282,770

Additional numbers attached?  Yes  No

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

Aaron B. Retzer

Name: Epstein, Edell & Retzer

Internal Address: \_\_\_\_\_

Street Address: 1901 Research Blvd., Suite 400

City: Rockville State: MD ZIP: 20850

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

3

7. Total fee (37 CFR 3.41).....\$ 90.00

Enclosed Check No.

Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

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

01 FC:481 40.00 OP  
02 FC:482 50.00 OP

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.

Aaron B. Retzer

Name of Person Signing

Signature

2/8/99

Date

Total number of pages including cover sheet, attachments, and document: 7

# 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 SWISS VILLAGE CHEESE COMPANY into SIMPLOT DAIRY PRODUCTS, INC, 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: December 21, 1994



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *Jonya Herald*

34-123-21 101 8 53

ARTICLES OF MERGER OF DOMESTIC CORPORATIONS INTO

SIMPLOT DAIRY PRODUCTS, INC.

IDAH0 SECRETARY OF STATE 50820 2 1248 CUST# 42933 30.00

# : C

Pursuant to the provisions of Section 30-1... the Idaho Business Corporation Act, the underlined corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

SIMPLOT DAIRY PRODUCTS, INC., a corporation organized and existing under the laws of Idaho, the parent corporation, does hereby certify:

FIRST: That this corporation was incorporated on the 17th day of June, 1991 pursuant to the laws of the State of Idaho.

SECOND: The number of outstanding shares of each class of SWISS VILLAGE CHEESE COMPANY, an Idaho corporation, and the number of shares of each class owned by SIMPLOT DAIRY PRODUCTS, INC. are as follows:

Table with 4 columns: Name of Corporation, Number of Shares Outstanding, Entitled to Vote as a Class Designation, Number of Shares. Row: Swiss Village Cheese Company, 16,250, Common, 16,250.

THIRD: The total number of shares voted for and against such Plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such Plan, respectively, are as follows:

Table with 6 columns: Name of Corporation, Total Voted For, Total Voted Against, Entitled to Vote as a Class, Voted For, Voted Against. Row: Swiss Village Cheese Company, 16,250, 0, Common, 16,250, 0.

FOURTH: That this corporation, by resolution of its Board of Directors, duly adopted the following Plan of Merger, at a meeting held on the 1st day of December, 1994, and determined to merge into itself said SWISS VILLAGE CHEESE COMPANY, at the Effective Time which resolution is in the following words, to-wit:

NOW, THEREFORE, BE IT RESOLVED that SIMPLOT DAIRY PRODUCTS, INC. merge, and it hereby does merge into itself said SWISS VILLAGE CHEESE COMPANY, and assumes all of its obligations, at the Effective Time, under the following terms and conditions:

A. BE IT RESOLVED that effective as of the close of business on the 31st day of December, 1994, (the Effective Time), SWISS VILLAGE CHEESE COMPANY shall be and it is hereby merged into SIMPLOT DAIRY PRODUCTS, INC., with the effect and result that the existence of SWISS VILLAGE CHEESE COMPANY shall cease and SIMPLOT DAIRY PRODUCTS, INC. shall continue in existence as the surviving corporation.

B. BE IT RESOLVED that all of the provisions contained in the Articles of Incorporation, as amended, and the By-Laws of SIMPLOT DAIRY PRODUCTS, INC. shall remain in force and effect and shall not be deemed altered or amended hereby, and that the laws of the State of Idaho shall continue to govern the surviving corporation.

C. BE IT RESOLVED that the present members of the Board of Directors of SIMPLOT DAIRY PRODUCTS, INC. shall continue to hold office during the remainder of the term to which they are elected and until their successors are elected and duly qualified.

D. BE IT RESOLVED that at the Effective Time, all of the property, real, personal or mixed, and all of the assets of SWISS VILLAGE CHEESE COMPANY wherever located, shall be deemed automatically transferred to and become vested in SIMPLOT DAIRY PRODUCTS, INC. as the surviving corporation, without any further act or deed or instrument of transfer or conveyance for the accomplishment thereof; and whereupon, further SIMPLOT DAIRY PRODUCTS, INC. shall assume and become liable for payment of all the existing indebtedness and obligations of SWISS VILLAGE CHEESE COMPANY, including the obligations to perform existing agreements without any special act or assumption of liability for those obligations.

E. BE IT RESOLVED that inasmuch as SWISS VILLAGE CHEESE COMPANY is a wholly-owned subsidiary of SIMPLOT DAIRY PRODUCTS, INC. and is being merged into its parent corporation, no additional capital stock of SIMPLOT DAIRY PRODUCTS, INC. will be issued upon or as a part of said merger; and after the Effective Time each certificate or certificates theretofore

representing issued and outstanding shares of the Capital Stock of SWISS VILLAGE CHEESE COMPANY shall be deemed cancelled.

F. BE IT RESOLVED that notwithstanding any action taken with respect to the merger by the Directors of SIMPLOT DAIRY PRODUCTS, INC. or SWISS VILLAGE CHEESE COMPANY or both, and notwithstanding anything herein or elsewhere to the contrary, the merger may be abandoned at any time prior to the filing thereof by the adoption of a resolution providing for such abandonment by the Board of Directors of SIMPLOT DAIRY PRODUCTS, INC.

G. BE IT RESOLVED that the President, Vice-President or Secretary of this corporation be and they hereby are directed to make and execute, under the corporate seal of this corporation, a certificate of ownership and merger setting forth a copy of the resolution to merge said SWISS VILLAGE CHEESE COMPANY and assumes its liabilities and obligations and to file the same in the office of the Secretary of State of Idaho; and

H. BE IT FURTHER RESOLVED that the officers of this corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Idaho which may be necessary or proper to effect said merger.

FIFTH: That this corporation survives the merger and may be served with process in the State of Idaho in any proceeding for enforcement of any obligation of SWISS VILLAGE CHEESE COMPANY, as well as for enforcement of any obligation of the surviving corporation arising from the merger.

SIXTH: The undersigned corporation hereby (a) agrees that it may be served with process in the State of Idaho in any proceeding for the enforcement of the rights of a dissenting shareholder of the above-mentioned subsidiary corporation against the surviving corporation; (b) irrevocably appoints the Secretary of the State of Idaho as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholder of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Idaho Corporation Law with respect to the rights of dissenting shareholders.

SEVENTH: The mailing of Notice of said Plan and Agreement of Merger was waived by the shareholders of SWISS VILLAGE CHEESE COMPANY on December 1, 1994.

IN WITNESS WHEREOF, said SIMPLOT DAIRY PRODUCTS, INC. has caused its corporate seal to be affixed and this certificate to be signed by Stephen A. Beebe, its President and Ronald N. Graves, its Secretary, this 19th day of December, 1994.

SIMPLOT DAIRY PRODUCTS, INC.

By Stephen A. Beebe  
Its: President

ATTEST:

Ronald N. Graves  
Secretary

I, STEPHEN A. BEEBE, President of SIMPLOT DAIRY PRODUCTS, INC., a corporation organized and existing under the laws of the State of Idaho, hereby certifies as such President and under the seal of said corporation that the Articles of Merger to which this Certificate is attached, after having been first duly signed on behalf of said corporation, is the voluntary act and deed of said corporation and the facts set forth therein are true.

WITNESS my hand and the seal of said SIMPLOT DAIRY PRODUCTS, INC. on this 19th day of December, 1994.

Stephen A. Beebe  
STEPHEN A. BEEBE - President

STATE OF IDAHO )  
                  ) ss.  
County of Ada )

I, KELLINE EASON, a Notary Public, do hereby certify that on this 19th day of December, 1994, personally appeared before me STEPHEN A. BEEBE and RONALD N. GRAVES, who, being by me first duly sworn, declared that they are the President and Secretary, respectively of SIMPLOT DAIRY PRODUCTS, INC., an Idaho corporation, and that they signed the foregoing document as President and Secretary of the corporation, and that the statements therein contained are true.

*Kelline Eason*  
\_\_\_\_\_  
NOTARY PUBLIC FOR IDAHO  
Residing at Boise, Idaho  
My Commission Expires: 10-13-98

