



100974503

Tab settings 2.25.99

To the Honorable Commissioner of Patents and Trademarks: Plea

copy thereof.

1. Name of conveying party(ies):

Boboli Co.
55 Paradise Lane
Bay Shore, NY 11706

- Individual(s)
- General Partnership
- Corporation-State of Delaware
- 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 13, 1996

2. Name and address of receiving party(ies)

Name: Entenmann's, Inc.

Internal Address: _____

Street Address: 55 Paradise Lane

City: Bay Shore, State: NY ZIP: 11706

- 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 patent number(s):

A. Trademark Application No.(s)

03/01/1999 SBURNS 00000010 033275 1864843

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

B. Trademark Registration No.(s)

1864843
1326238
1322429

Additional numbers attached? Yes No

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

Name: Mitchell A. Frank, Esq.

Internal Address: _____

Bestfoods

700 Sylvan Avenue

Street Address: International Plaza

City: Englewood Cliffs State: NJ ZIP: 07632

6. Total number of applications and registrations involved: 3

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-3275

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

DO NOT USE THIS SPACE

1. 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.

Mitchell A. Frank

Name of Person Signing
Trademark Counsel

Signature

2/16/99

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments

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 MERGER, WHICH MERGES:

"BOBOLI CO.", A DELAWARE CORPORATION,

"S. B. THOMAS, INC.", A NEW YORK CORPORATION,

WITH AND INTO "ENTENMANN'S, INC." UNDER THE NAME OF "ENTENMANN'S, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1996, AT 10 O'CLOCK A.M.



Edward J. Freel

 Edward J. Freel, Secretary of State

0607612 8100M

AUTHENTICATION: 8610971

971275872

DATE: 08-18-97

TRADEMARK
REEL: 1862 FRAME: 0341

CERTIFICATE OF MERGER

of

BOBOLI CO.

and

S. B. THOMAS, INC.

into

ENTENMANN'S, INC.

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES 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> |
|--------------------|-------------------------------|
| Boboli Co. | Delaware |
| S. B. Thomas, Inc. | New York |
| Entenmann's, Inc. | Delaware |

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Entenmann's, Inc., a Delaware corporation.

FOURTH: That the certificate of incorporation of Entenmann's, Inc., a Delaware corporation which is surviving the merger, shall be the certificate of incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 55 Paradise Lane, Bay Shore, NY 11706.

SIXTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost, to any stockholder of any constituent corporation.

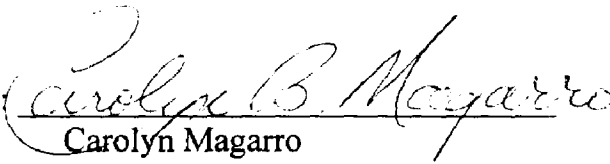
SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

| <u>Name of Corporation</u> | <u>Number of Shares</u> | <u>Class</u> | <u>Par Value per Share</u> |
|----------------------------|-------------------------|--------------|----------------------------|
| S. B. Thomas, Inc. | 9,000 | common | \$100.00 |

EIGHTH: That this Certificate of Merger shall be effective as of the close of business on the 31st day of December, 1996.

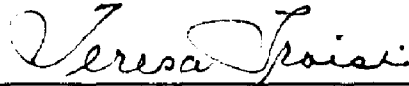
Dated: December 13, 1996

ENTENMANN'S, INC.

By 
Carolyn Magarro
Assistant Secretary

UNITED STATES OF AMERICA)
STATE OF NEW JERSEY) SS.
COUNTY OF BERGEN)

On this 13th day of December, 1996, before me, a Notary Public of New Jersey, personally came Carolyn B. Magarro, to me known, and known to me to be Assistant Secretary of Entenmann's, Inc., a Delaware corporation, the corporation described in and which executed the attached instrument; who, being by me duly sworn, did depose and say that she knows the seal of said corporation; that the seal affixed to said instrument was such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that she signed her name thereto by like order.



Teresa Troisi
Notary Public

TERESA TROISI
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Sept. 7, 1999