

03-17-1999



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Docket No.:

2023301-0006

Tab settings

To the Honorable Commissioner of Patents

100984797

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Prime Sirloin, Inc.

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

Name: Fresh Foods Acquisition, LLC

Internal Address:

Street Address: 3437 East Main Street

City: Claremont State: NC ZIP: 28610

- Individual(s)
- General Partnership
- Corporation-State Tennessee
- Other

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Georgia Limited Liability Company

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

3-11-99

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

Execution Date: September 5, 1998

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,696,584 1,818,233 1,367,126

Additional numbers

Yes No

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

Name: Anjanette Plichta Stinson

Internal Address: McGuire, Woods, Battle & Boothe LLP

Street Address: 901 East Cary Street

City: Richmond State: VA ZIP: 23219

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:

13-0437

03/15/1999 JSHRBAZZ 00000185 1696584

DO NOT USE THIS SPACE

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

90E

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.

Anjanette Plichta Stinson

Name of Person Signing

Anjanette Plichta Stinson

Signature

March 9, 1999

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

REEL: 1868 FRAME: 0511

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 08/28/98

REQUEST NUMBER: 3550-2346

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 08/28/98 1113

EFFECTIVE DATE/TIME: 09/05/98 2358

CONTROL NUMBER: 0288347

**TO:
CAPITAL FILING SERVICE INC
7051 HWY 70 S
NO 333
NASHVILLE, TN 37221**

**RE:
NOT ORGANIZED OR FORMED LLC
CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY**

THIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED CERTIFICATE OF MERGER WITH AN EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR FILING, PLEASE REFER TO THE LIMITED LIABILITY COMPANY CONTROL NUMBER GIVEN ABOVE. PLEASE BE ADVISED THAT THIS DOCUMENT MUST ALSO BE FILED IN THE OFFICE OF THE REGISTER OF DEEDS IN THE COUNTY WHEREIN A LIMITED LIABILITY COMPANY HAS ITS PRINCIPAL OFFICE IF SUCH PRINCIPAL OFFICE IS IN TENNESSEE.

FOR: CERTIFICATE OF MERGER - LIMITED LIABILITY COMPANY ON DATE: 08/28/98

**FROM:
CAPITAL FILING SERVICE, INC.
7051 HWY 70 S
#333
NASHVILLE, TN 37221-0000**

**FEEES
RECEIVED: \$100.00 \$0.00
TOTAL PAYMENT RECEIVED: \$100.00**

**RECEIPT NUMBER: 00002356515
ACCOUNT NUMBER: 00101230**

Riley C. Darnell

**RILEY C. DARNELL
SECRETARY OF STATE**



ARTICLES OF MERGER

of

PRIME SIRLOIN, INC.
KINGSPORT FOODS, INC.
TENNESSEE WSMP, INC.

STEVE HALL
REGISTER OF DEEDS
KNOX COUNTY

into

FRESH FOODS ACQUISITION, LLC

Fresh Foods Acquisition, LLC, a Georgia limited liability company (the "Surviving Company"), hereby submits these Articles of Merger for the purpose of merging Prime Sirloin, Inc., a Tennessee corporation ("Prime Sirloin"), Kingsport Foods, Inc., a Tennessee corporation ("Kingsport"), and Tennessee WSMP, Inc., a Tennessee corporation ("TN WSMP" and, together with Prime Sirloin and Kingsport, the "Merging Corporations"), into the Surviving Company:

I. The following Plan of Merger has been duly authorized and approved by the sole member and manager of the Surviving Company in accordance with Section 14-11-903 of the Georgia Limited Liability Company Act and has been duly authorized, recommended and adopted by the Boards of Directors of each of the Merging Corporations and has been approved by the sole stockholder of each of the Merging Corporations in accordance with Section 48-21-110 of the Tennessee Business Corporation Act, all in the manner prescribed by law:

AGREEMENT AND PLAN OF MERGER

of

FRESH FOODS ACQUISITION, LLC
and

PRIME SIRLOIN, INC.
KINGSPORT FOODS, INC.
TENNESSEE WSMP, INC.

August 27, 1998

A. *Entities Party to the Merger.*

Prime Sirloin, Inc., a Tennessee corporation ("Prime Sirloin"), Kingsport Foods, Inc., a Tennessee corporation ("Kingsport"), and Tennessee WSMP, Inc., a Tennessee corporation ("TN WSMP" and, together with Prime Sirloin and Kingsport, the "Merging Corporations") will merge with and into Fresh Foods Acquisition, LLC, a Georgia limited liability company, which will be the surviving limited liability company (the "Surviving Company").

STEVE HALL
REGISTER OF DEEDS
KNOX COUNTY

B. *Name of Surviving Company.*

After the merger contemplated by this Agreement and Plan of Merger (the "Plan of Merger"), the Surviving Company will continue to have the name "Fresh Foods Acquisition, LLC."

C. *Merger.*

The merger of the Merging Corporations into the Surviving Company will be effected pursuant to the terms and conditions of this Plan of Merger. Upon the merger's becoming effective, the corporate existence of each of the Merging Corporations will cease, and the limited liability company existence of the Surviving Company will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. *Conversion and Exchange of Shares.*

At the Effective Time, the outstanding shares of the Merged Corporations and the membership interest of the sole member of the Surviving Company will be converted and exchanged as follows:

1. Surviving Company. The outstanding membership interest of the sole member of the Surviving Company will not be converted, exchanged, or altered in any manner as a result of the merger and will remain a membership interest in the Surviving Company.

2. Merging Corporations. The outstanding shares held by the sole stockholder of each of the Merging Corporations will be automatically cancelled without any further act on the part of the Merging Corporations or the sole shareholder of the Merging Corporations; inasmuch as the sole shareholder of each of the Merging Corporations is also the sole member and manager of the Surviving Company, no additional membership interest will be issued to the sole member and manager of the Surviving Company upon such cancellation.

E. *Amendments to Articles of Organization.*

The Articles of Organization of the Surviving Company shall not be hereby amended.

F. *Shareholder Approval and Abandonment.*

This Plan of Merger has been duly approved by the sole shareholder of each of the Merging Corporations and the sole member and manager of the Surviving Company. At any time prior to the Effective Time, the sole member and manager of the Surviving Company may, in its discretion, abandon the merger.

G. *Effective Time and Filing of Articles of Merger.*

The merger of the Merging Corporations with and into the Surviving Company will become effective at 11:58 p.m. on Saturday, September 5, 1998 (the "Effective Time"). As soon as practicable after the date hereof, the Surviving Company shall deliver to the Secretaries of State of Georgia and Tennessee for filing articles of merger meeting the requirements of applicable law and in accordance with the terms hereof.

II. The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation, located at 3437 East Main Street, Claremont, North Carolina 28610. A copy of the Plan of Merger will be furnished by the Surviving Corporation on request and without cost to any member or stockholder of any constituent entity.

III. The foregoing Plan of Merger has been duly authorized and approved by all action required by the laws under which the Surviving Company was organized and by its Articles of Organization, in accordance with Section 14-11-903 of the Georgia Limited Liability Company Act.

IV. Approval of the shareholders of the Merging Corporations is required by the Tennessee Business Corporation Act, and the Plan of Merger was duly authorized, recommended and adopted by the Boards of Directors of each of the Merging Corporations and approved by the affirmative vote of the required percentage of all of the votes entitled to be cast, there being no voting by voting groups.

V. Notwithstanding that these Articles of Merger may be filed prior to such date, the effective date and time of these Articles of Merger shall be 11:58 p.m. on Saturday, September 5, 1998.

INST: 20716 CH 132 PG: 557B

This the 27th day of August, 1998.

SURVIVING COMPANY:

Fresh Foods Acquisition, LLC

By: **Fresh Foods, Inc.**
Sole Member and Manager

By: David R. Clark
David R. Clark
President

MERGING CORPORATIONS:

Prime Sirloin, Inc.

By: James E. Harris
James E. Harris
Vice President

Tennessee WSMP, Inc.

By: James C. Richardson, Jr.
James C. Richardson, Jr.
Vice President

Kingsport Foods, Inc.

By: Richard F. Howard
Richard F. Howard
Vice President

MARY LOU DUNCAN
REGISTER OF DEEDS
SULLIVAN COUNTY, TENNESSEE
9-2-1998 TIME 8:00
BOOK 1343C PAGE 2 376
TAX CCF 2
FEE 5.00 TOTAL 7.00
RECEIPT NO. 181623-001

INST: 20716 CH 132 PG: 557C