

03-23-1999

3 SHEET
ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



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To the Honorable Commissioner of

the attached original documents or copy thereof.

MRD 2.23.99

1. Name of conveying party(ies):

PM Beef Group, L.P.



02-23-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt #57

- Individual(s)
- General Partnership
- Corporation-State
- Other
- 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: July 29, 1998

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

Name: PM Beef Holdings, L.L.C.

Internal Address: Suite 500

Street Address: 10920 Northwest Ambassador Drive

City: Kansas City Missouri State: ZIP: 64153

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

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 registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

Reg. No. 2,199,525

Reg. No. 1,979,174

Additional numbers attached? Yes No

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

Name: J. Michael Cleary

Internal Address: Cleary & Komen, LLP

Street Address: 600 Pennsylvania Avenue, S.E.

Suite 200

City: Washington, D.C. State: ZIP: 20003

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41): \$ 65.00

Enclosed (If check not attached, charge to Acct. 02-4500)

Authorized to be charged to deposit account

8. Deposit account number:

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

03/22/1999 DMGUYEN 00000200 2199525

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02 FC:482

40.00 DP
25.00 DP

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.

J. Michael Cleary

Name of Person Signing

J. Michael Cleary
Signature

2/23/99

Date

Total number of pages comprising cover sheet:

4

State of Delaware
Office of the Secretary of State PAGE 1

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:

"PM BEEF GROUP, L.P.", A DELAWARE LIMITED PARTNERSHIP,
WITH AND INTO "PM BEEF HOLDINGS, L.L.C" UNDER THE NAME OF
"PM BEEF HOLDINGS, L.L.C", A LIMITED LIABILITY COMPANY ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JULY,
A.D. 1998, AT 9 O'CLOCK A.M.



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A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9586608

DATE: 02-19-99

TRADEMARK
REEL: 1871 FRAME: 0681

**CERTIFICATE OF MERGER
OF
PM BEEF GROUP, L.P.
INTO
PM BEEF HOLDINGS, L.L.C.**

Under Section 17-211 of the Revised Uniform Limited Partnership Act and Section 18-209 of the Limited Liability Company Act

- FIRST:** The name and jurisdiction of formation or organization of the limited liability company and limited partnership that are to merge are:
- PM Beef Holdings, L.L.C.
Delaware
- PM Beef Group, L.P.
Delaware
- SECOND:** The name of the surviving limited liability company, a Delaware limited liability company, is: **PM Beef Holdings, L.L.C.**
- THIRD:** An Agreement and Plan of Merger has been approved and executed by PM Beef Holdings, L.L.C. and PM Beef Group, L.P.
- FOURTH:** The Agreement and Plan of Merger is on file at the place of business of PM Beef Holdings, L.L.C. The address of PM Beef Holdings, L.L.C. is:
- 10920 Northwest Ambassador Drive - Suite 500
Kansas City, Missouri 64153
- FIFTH:** A copy of the Agreement and Plan of Merger will be furnished by PM Beef Holdings, L.L.C. on request and without cost to any partner of PM Beef Group, L.P., or to any person holding an interest in PM Beef Group, L.P., the limited partnership that is to merge pursuant to such Agreement.

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IN WITNESS WHEREOF, this Certificate of Merger has been subscribed this 29th day of July, 1998, by the undersigned who affirm that the statements made herein are true under the penalties of perjury.

PM Beef Holdings, L.L.C.
a Delaware limited liability company

By: PM Beef, Inc.,
Member

By: s/R. Douglas Cooper
R. Douglas Cooper,
President

PM Beef Group, L.P.
a Delaware limited partnership

By: s/Silvia Kessel
Silvia Kessel,
Vice President