

6220 3/25/99

03-31-1999

ocket No.SMA-12272

FORM PTO-1594

(Rev. 10-96)

RECORDATION FORM



DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 4/94)

TRADEMARK

101003766

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

1. Name of conveying party(ies):
Smucker Acquisition, Inc.
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State OHIO
 Other _____

2. Name and address of receiving party(ies):
 Name: Menusaver, Inc.
 Internal Address: _____
 Street Address: Strawberry Lane

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

City Orrville State Ohio ZIP 44667

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

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

Execution Date: December 1, 1998

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designation 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) 75/430,992

B. Trademark registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: ROBERT V. VICKERS, ESQ.
 Internal Address: _____

6. Total number of applications and registrations involved: 1

Street Address: VICKERS, DANIELS & YOUNG
2000 TERMINAL TOWER
CLEVELAND, OHIO 44113-2235

7. Total fee(37 CFR 3.41):.....\$ 40.00
 Enclosed
 You are authorized to charge our deposit account for any additional fee required.

8. Deposit account number: 22-0347
 _____ A duplicate copy of this form is attached

04/01/1999 JSHABAZZ 00000075 75430992

01 FC:481

40.00 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.

Robert V. Vickers, 19,504

March 23, 1999

Name of Person Signing

Signature

Date

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

TRADEMARK
REEL: 1876 FRAME: 0144

ARTICLES OF INCORPORATION
OF
SMUCKER ACQUISITION, INC.

The undersigned, desiring to form a corporation for profit under the Ohio General Corporation Law, does hereby certify:

FIRST: The name of the Company is Smucker Acquisition, Inc.

SECOND: The place in the State of Ohio where the principal office of the Company is located is the City of Orrville in Wayne County.

THIRD: The purpose or purposes for which the Company is formed are:

(a) to manufacture, to purchase, lease, or otherwise acquire, to hold and use, to sell, lease, or otherwise dispose of, and to deal in or with personal property of any description and any interest therein;

(b) to purchase, lease, or otherwise acquire, to invent in, hold, use, and encumber, to sell, lease, exchange, transfer, or otherwise dispose of, and to construct, develop, improve, equip, maintain, and operate structures and real property of any description and an interest therein;

(c) to borrow money, to issue, sell, and pledge its notes, bonds, and other evidence of indebtedness, to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, and to guarantee and secure obligations of any person, all to the extent necessary, useful, or conducive to carrying out any of the purposes of the Company;

(d) to invest its funds in any shares or other securities of another corporation, business, or undertaking or of a government, governmental authority, or governmental subdivision; and

(e) to do whatever is deemed necessary, useful, or conducive to carrying out any of the purposes of the Company and to engage in any lawful act or activity for which corporations may be formed under the Ohio General Corporation Law.

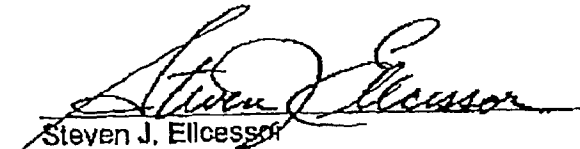
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NOV 20 1998
BUS IAFI
SECRETARY OF STATE

FOURTH: The authorized number of shares of the Company is 850, all of which are Common Shares, without par value.

FIFTH: The Company, by action of its directors and without action by its shareholders, may purchase its own shares in accordance with the provisions of the Ohio General Corporation Law. These purchases may be made in the open market or at a public or private sale, in such manner and amounts, from such holder or holders of outstanding shares of the Company and at such prices as the directors may from time to time determine.

SIXTH: No holder of shares of the Company of any class, as such, shall have any pre-emptive right to purchase or subscribe for shares of the Company, of any class, or other securities of the Company of any class, whether now or hereafter authorized.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on November 12, 1998.


Steven J. Ellcessor
Incorporator

RECORDED Under Article 10, Sec. - Articles of Incorporation for

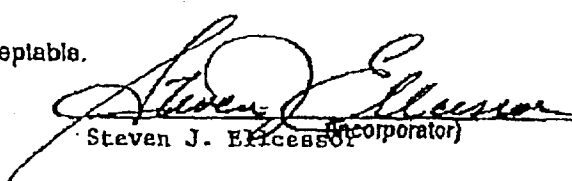


Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43268-0418
Form AGO (August 1992)

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being at least a majority of the incorporators of Smucker Acquisition, Inc.,
(name of corporation) _____, hereby appoint
C T CORPORATION SYSTEM
(name of agent) _____ to be statutory agent upon whom any
process, notice or demand required or permitted by statute to be served upon the corporation may
be served. The complete address of the agent is:
1300 East 9th Street
(street address) _____
Cleveland _____ Ohio 44114
(city) _____ (zip code)

NOTE: P.O. Box addresses are not acceptable.



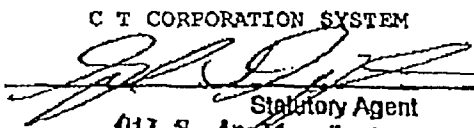
Steven J. ERICSSON (Incorporator)

(Incorporator)

(Incorporator)

ACCEPTANCE OF APPOINTMENT

The undersigned, C T CORPORATION SYSTEM, named herein as the statutory agent for
Smucker Acquisition, Inc., hereby acknowledges and accepts the
(name of corporation) _____
appointment of statutory agent for said corporation.

By: 

G. S. Apella, Asst. Secretary
Statutory Agent

INSTRUCTIONS

- 1) Profit and non-profit articles of incorporation must be accompanied by an original appointment of agent. R.C. 1701.07(B), 1702.06(B).
- 2) The statutory agent for a corporation may be (a) a natural person who is a resident of Ohio, or (b) an Ohio corporation or a foreign profit corporation licensed in Ohio, which has a business address in this state and is explicitly authorized by its articles of incorporation to act as a statutory agent. R.C. 1701.07(A), 1702.06(A).
- 3) An original appointment of agent form must be signed by at least a majority of the incorporators of the corporation. R.C. 1701.07(B), 1702.06(B). These signatures must be the same as the signatures on the articles of incorporation.

* As of October 8, 1992, R.C. 1701.07(B) will be amended to require acknowledgement and acceptance by the appointed statutory agent.

(OHIO - 1932 - 1/19/98)
CT 29-114

1045561

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 3 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at
Columbus, Ohio, this 5th day of
March A.D. 1999



J. Kenneth Blackwell

J. KENNETH BLACKWELL
Secretary of State

By: D. Henderson

NOTICE: This is an official certification only when reproduced in red ink

CERTIFICATE OF AMENDMENT
BY SOLE SHAREHOLDER TO THE
ARTICLES OF INCORPORATION OF
SMUCKER ACQUISITION, INC.

Steven J. Ellcessor, Secretary of the above-named Ohio corporation for profit, does hereby certify that, in a writing signed by all of the shareholders who would be entitled to notice of a meeting held for such purpose, the following resolution to amend the Articles of Incorporation was adopted:

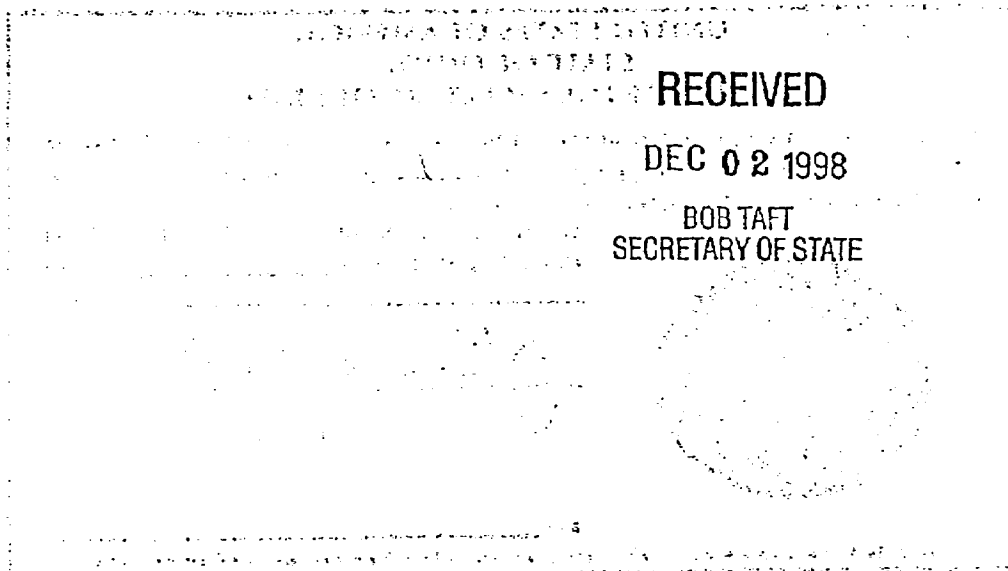
RESOLVED, that article FIRST of the Articles of Incorporation of the Company be, and it hereby is, amended to read as follows:

FIRST: The name of the Company is Menusaver, Inc.

IN WITNESS WHEREOF, the above-named officer, acting for and on behalf of the Company, has hereto subscribed his name this 1st day of December 1998.

SMUCKER ACQUISITION, INC.

By Steven J. Ellcessor
Steven J. Ellcessor
Secretary

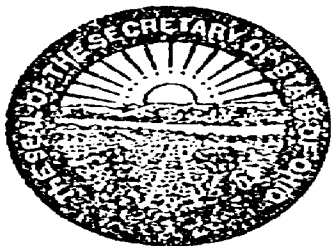


1045561

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 1 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at
Columbus, Ohio, this 3th day of
March A.D. 1999



J. Kenneth Blackwell

J. KENNETH BLACKWELL
Secretary of State

By: D. Henderson

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