



## TRADEMARK ASSIGNMENT

WHEREAS, Menusaver, Inc., a North Dakota corporation, having its principal place of business at 1013 East Summit, Fergus Falls, Minnesota 56537 (hereinafter "Assignor") is the owner of all right, title and interest in and to all trademarks and/or service marks used in the business activities of the Assignor, including, but not limited to, the federal trademark application for "Incredible Uncrustable" Serial No. 75/430,992 filed on February 9, 1998 (hereinafter collectively, "said marks"), which trademarks and/or service marks have been adopted and/or are being used by Assignor in its business;

WHEREAS, Smucker Acquisition, Inc., an Ohio corporation, (hereinafter "Assignee") is desirous of acquiring said marks, pursuant to an asset purchase agreement made by and among Assignee, Assignor, Len C. Kretchman and David Geske;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Assignor does hereby assign unto said Assignee all rights, title and interest in and to said marks, the application of said marks, the registrations of said marks, and all common law rights in and to said marks, together with the goodwill of the business symbolized by said marks, and all causes of action and rights to sue and collect damages for past actions or infringements of said marks.



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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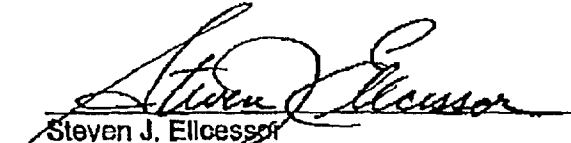
BUD TAFT  
SECRETARY OF STATE

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. Elcessor  
Incorporator

INCORPORATED under Articles of Incorporation

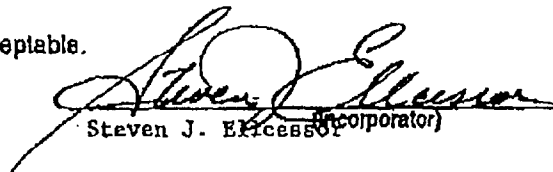


Prescribed by  
Bob Taft, Secretary of State  
30 East Broad Street, 14th Floor  
Columbus, Ohio 43268-0418  
Form AGO (August 1992)

### ORIGINAL APPOINTMENT OF STATUTORY AGENT

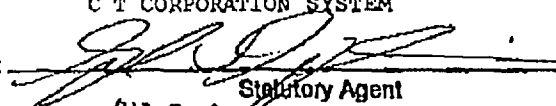
The undersigned, being at least a majority of the incorporators of Smucker Acquisition, Inc.  
(name of corporation), hereby appoint  
C. T. CORPORATION SYSTEM  
(name of agent) to be statutory agent upon whom any  
process, notice or demand required or permitted by statute to be served upon the corporation 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. BRICEBOR (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.

C. T. CORPORATION SYSTEM  
By:   
Statutory Agent  
Oil S. Apollo, Asst. Secretary

#### 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 9-92

1075561

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.

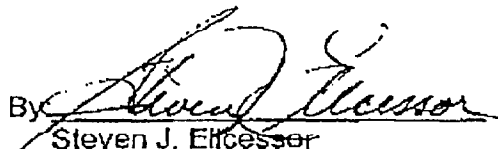
Steven J. Elcessor, Secretary of the above-named Ohio corporation for profit, does hereby certify that, in a writing signed by all of the shareholders who would be entitled to notice of a meeting held for such purpose, the following resolution to amend the Articles of Incorporation was adopted:

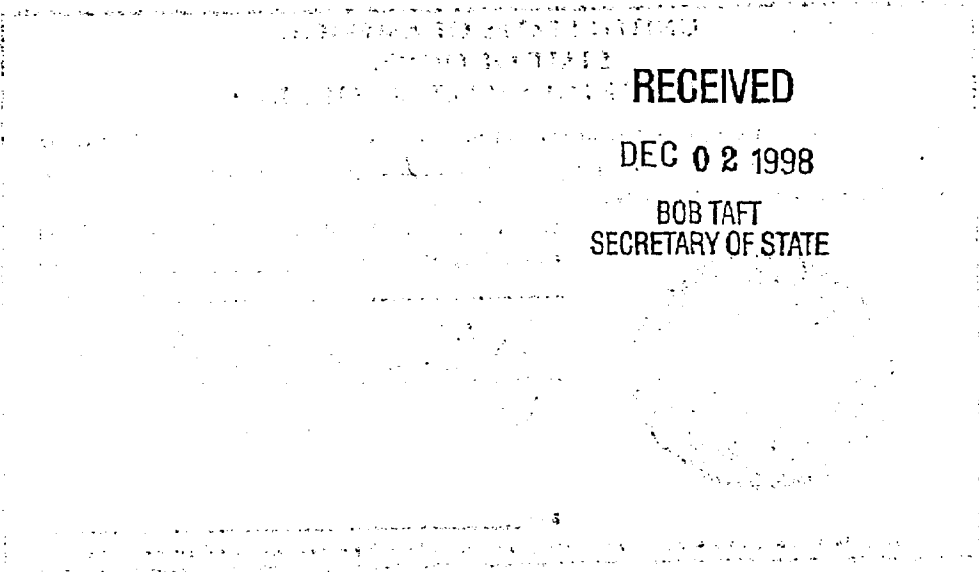
RESOLVED, that article FIRST of the Articles of Incorporation of the Company be, and it hereby is, amended to read as follows:

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 1<sup>st</sup> day of December 1998.

SMUCKER ACQUISITION, INC.

By   
Steven J. Elcessor  
Secretary



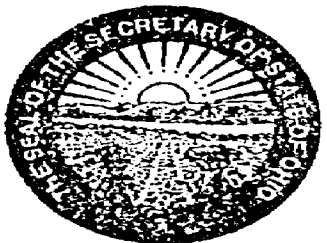


1045561

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 2th day of March A.D. 1999



J. Kenneth Blackwell

J. KENNETH BLACKWELL  
Secretary of State

By: D. Henderson

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