

04-22-1999



RE 101015241 COVER SHEET
TRADEMARKS ONLY

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MRD 4/6/99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

Corrective Document
Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger
Effective Date
Month Day Year
10 30 95

Change of Name

Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Tripp Bakers, Inc. Execution Date
Month Day Year
10 30 95

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Edwards Acquisition Corp.

DBA/AKA/TA _____



Composed of _____

04-06-1999

U.S. Patent & TMO/TM Mail Rcpt Dt: #70

Address (line 1) 6875 Jimmy Carter Boulevard

Address (line 2) _____

Address (line 3) Norcross GA 30093
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Georgia

04/20/1999 JSNABAZZ 00000078 1100923

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 1886 FRAME: 0776

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,100,923"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Robert H. G. Lockwood

Name of Person Signing

Signature

4/6/99

Date Signed

State of Delaware

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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 OWNERSHIP, WHICH MERGES:

"TRIPP BAKERS, INC.", A DELAWARE CORPORATION, WITH AND INTO "EDWARDS ACQUISITION CORP." UNDER THE NAME OF "EDWARDS ACQUISITION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF OCTOBER, A.D. 1995, AT 2 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

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950251663

AUTHENTICATION: 7694687
DATE: 10-31-95

CERTIFICATE OF OWNERSHIP AND MERGER

(Pursuant to Section 253 of the
General Corporation Law of the State of Delaware)

merging

TRIPP BAKERS, INC.

into

EDWARDS ACQUISITION CORP.

Edwards Acquisition Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

FIRST: That Edwards Acquisition Corp. ("Edwards") was incorporated on the 18th day of October, 1995 pursuant to the General Corporation Law of the State of Delaware.

SECOND: That Edwards owns all of the outstanding shares of the stock of Tripp Bakers, Inc., a corporation incorporated on the 28th day of September, 1995 pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the resolutions of the Board of Directors of Edwards approving the terms and conditions of the merger of Tripp Bakers, Inc. into Edwards have been adopted on October 30, 1995 in accordance with Section 253(a) of the General Corporation Law of the State of Delaware, and a complete and correct copy of such resolutions is attached hereto as Exhibit A and made a part hereof.

FOURTH: That the name of the surviving corporation of the merger is Edwards Acquisition Corp.

SIXTH: That the Certificate of Incorporation of Edwards Acquisition Corp. shall be the Certificate of Incorporation of the surviving corporation.

IN WITNESS WHEREOF, Edwards has caused this certificate to be signed by Kevin M. Kelley, its Vice President and Secretary, this 30 day of October, 1995.

EDWARDS ACQUISITION CORP.

By:

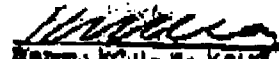

Name: Kevin M. Kelley
Title: Vice President and Secretary

Exhibit A1. Purchase of Stock of Tripp Bakers, Inc.

WHEREAS, the Board hereby determines that the best interests of the Corporation will be served by the purchase by the Corporation from Tripp Bakers, Inc., a Delaware corporation ("New Tripp"), of 100 shares of the Common Stock, par value \$.01 per share (the "Tripp Common Stock"), which shares when issued will be 100% of the issued and outstanding shares of New Tripp capital stock;

NOW THEREFORE, BE IT RESOLVED, that the Corporation subscribe for and purchase 100 shares of the Tripp Common Stock in exchange for payment by the Corporation to Tripp of \$100 or such other consideration as shall be approved by the Board of Directors of New Tripp pursuant to the terms and provisions of a Stock Subscription Agreement substantially in the form presented to the Board (the "Stock Subscription Agreement");

RESOLVED, that the form, terms and provisions of the Stock Subscription Agreement be, and the same hereby are, in all respects approved;

RESOLVED, that the Corporation enter into the Stock Subscription Agreement;

RESOLVED, that the President, Vice President, Secretary, Treasurer and Assistant Secretary (the "Authorized Officers") of the Corporation be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to execute and deliver the Stock Subscription Agreement, with such additions thereto and changes therein as the officer executing such agreement may, by his execution thereof, approve, the execution of such Stock Subscription Agreement to be conclusive evidence that the same has been approved by the Corporation; and

RESOLVED, that each of the Authorized Officers of the Corporation be, and each of them hereby is, authorized, in the name and on behalf of the Corporation, to pay to New Tripp the amount of \$100 (or to deliver such other consideration as requested by the Board of Directors of New Tripp) upon receipt from a duly authorized officer of New Tripp of certificates representing the 100 shares of the Tripp Common Stock purchased by the Corporation, such shares upon such payment being fully paid and non-assessable.

* * *

5. Tripp Merger

WHEREAS, the Board hereby determines that the best interests of the Corporation will be served by the merger of New Tripp, upon its becoming a wholly owned subsidiary of the Corporation, with and into the Corporation (the "Tripp Merger"), pursuant to Section 253(a) of the General Corporation Law of the State of Delaware (the "GCL"); and

WHEREAS, a copy of the Certificate of Ownership and Merger, dated as of October 30, 1995, setting forth the terms and conditions of the Tripp Merger and containing the provisions required by Section 253(a) of the GCL, substantially in the form attached hereto as Exhibit B (the "Certificate of Merger"), has been presented to, and examined and reviewed by, all the members of the Board;

NOW THEREFORE, BE IT RESOLVED, that the Corporation merge with New Tripp, pursuant to Section 253(a) of the GCL, with the Corporation the surviving corporation;

RESOLVED, that the form, terms and provisions of the Certificate of Merger be, and the same hereby are, approved by the Board; and

RESOLVED, that the President, Vice-President, Secretary, Treasurer or Assistant Secretary be, and each of them hereby is, authorized to execute and file the Certificate of Merger on behalf of the Corporation with the Secretary of State of the State of Delaware;