



TRADEMARKS ONLY

101019377

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

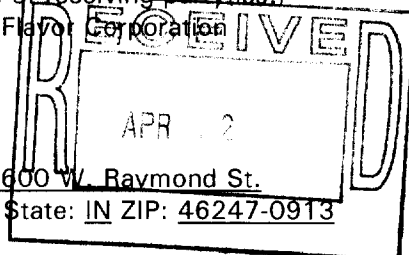
MRD
4.12.99

1. Name of conveying party(ies)
Universal Flavors-U.S.A., Incorporated

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

Internal Address:

Street Address: 5600 W. Raymond St.
City: Indianapolis State: IN ZIP: 46247-0913



Additional name(s) of conveying parties attached? Yes No

3. Nature of conveyance:

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

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

Execution Date: 8/23/95

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
(Designations must be separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,768,819

Additional numbers attached? Yes No

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

Name: Alan E. Wagner

Internal Address: Whyte Hirschboeck Dudek S.C.

Street Address: 111 East Wisconsin Avenue

Suite 2100

City: Milwaukee State: WI ZIP: 53202

6. Total number of applications and registrations involved: 1

7. Total fee \$40.00

Enclosed

Authorized to be charged to Deposit Account

8. Deposit Account Number:

23-2053

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.

Alan E. Wagner

Name of Person Signing

Alan E. Wagner
Signature

April 5, 1999
Date

04/26/1999 DNGUYEN 0000073 1768819

01 FC:481

(40.00 DP)

APPROVED
AND
FILED

ARTICLES OF MERGER
OF
UNIVERSAL FLAVORS - U.S.A., INCORPORATED
(An Indiana Subsidiary Corporation)
INTO
UNIVERSAL FLAVOR CORPORATION
(A Foreign Parent Corporation)

The undersigned, Universal Flavor Corporation, (hereinafter referred to as the "Surviving Corporation"), a corporation organized under the laws of the State of Delaware and the laws of said jurisdiction permits a merger of a parent and subsidiary under the same terms and conditions as set forth in The Indiana Business Corporation Law, as amended and desiring to give notice of corporate action effectuating the merger of Universal Flavors - U.S.A., Incorporated (hereinafter referred to as the "Merging Corporation"), a corporation existing pursuant to the provisions of the Indiana Business Corporation Law as amended, ninety percent (90%) or more of the shares of each class whereof are owned by the Surviving Corporation, into the Surviving Corporation, and acting by its President or Vice President and its Secretary or Assistant Secretary, hereby certifies the following facts:

SUBDIVISION A

PLAN OF MERGER

The Board of Directors of the Surviving Corporation, by resolution duly adopted, approved a Plan of Merger, the title, parties, terms conditions and signatures of which are as follows:

See Attached

SUBDIVISION B

LEGAL REQUIREMENTS

Section 1 - Ownership: The number of outstanding shares of each class of the Merging Corporation, and the number of such shares of each class owned by the Surviving Corporation are as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned by Surviving Corporation</u>
Common	5,568.0358	5,568.0358

Section 2 - Date of Mailing of Notice: All of the shareholders of the subsidiary corporation in writing waived the necessity of the mailing of a copy of the Plan of Merger to each of them. Pursuant to and in accordance with the waiver, no mailing was made to each of the shareholders of the merging corporation.

Section 3 - Compliance with Legal Requirements: The manner of the adoption of the Plan of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Indiana Business Corporation Law, and with the provisions of the laws of the State of Delaware and with the Articles of Incorporation and the By-Laws of the Merging Corporation and the Surviving Corporation.

SUBDIVISION C

EFFECTIVE DATE

The effective date of the Merger effectuated hereby is at the close of business on September 30, 1995.

**AGREEMENT AS TO SERVICE OF PROCESS AND APPOINTMENT
OF SECRETARY OF STATE OF INDIANA AS AGENT**

It is agreed that upon the merger becoming effective in the State of Indiana, the surviving corporation may be served with process in Indiana in any proceeding for the enforcement of any obligation of the merging corporation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such merging corporation against such surviving corporation; and it is further agreed that the surviving corporation will promptly pay to the dissenting shareholder of such merging corporation the amount, if any, to which they shall be entitled under the provisions of the Indiana Business Corporation Law with respect to rights of dissenting shareholders; and it is further agreed that the said surviving corporation hereby irrevocably appoints the Secretary of State of Indiana as its agent to accept service of process in any such proceeding; the address to which a copy of any such process shall be mailed by the Secretary of State of the State of Indiana is 5600 West Raymond Street, Indianapolis, IN 46241.

IN WITNESS WHEREOF, the undersigned Surviving Corporation executes these Articles of Merger, its President or Vice President and its Secretary or Assistant Secretary acting for and in behalf of such corporation, and certifies to the truth of the facts and acts herein recited. Dated this 23rd day of August, 1995.

UNIVERSAL FLAVOR CORPORATION

By: Stephen C. Raymonds
(Written Signature)

Stephen C. Raymonds
(Printed Signature)
Vice President

Attest:

Darrell W. Foell
(Written Signature)

Darrell W. Foell
(Printed Signature)
Assistant Secretary



(Corporate Seal)
"Surviving Corporation"

STATE OF WISCONSIN)
)SS:
County of Milwaukee)

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the State of Wisconsin, certify that Stephen C. Raymonds, the Vice President and Darrell W. Foell, the Assistant Secretary of Universal Flavor Corporation, the officers executing the foregoing Articles of Merger, personally appeared before me; acknowledged the execution thereof for and in behalf of such Corporation; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 23rd day of
AUGUST, 1995.

Min E. Allen
(Written Signature)

MIN E. ALLEN
(Printed Signature)

Notary Public

My Commission expires:
12/10/95

This instrument was prepared by Stephen C. Raymonds

Flvmerge.doc