

04-26-1999



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REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

1999 APR 17 AM 11:18

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

mes 4.19.99

1. Name of conveying party(ies):
McCain Ellio's Foods, Inc.

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

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

2. Name and address of receiving party(ies)

Name: McCain Foods USA, Inc.

Internal Address: a corporation of the State of Maine

Street Address: 2905 Butterfield Road

City: Oak Brook State: IL Zip: 60521-1106

Country: U.S.A.

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

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

3. Nature of conveyance:

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

Execution Date: January 14, 1999

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

894,297; 1,099,747;
1,724,730; 2,005,253

Additional numbers attached? Yes No

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

Name: Robert B. Cohen, Esq.

Internal Address: LERNER, DAVID, LITTENBERG,
KRUMHOLZ & MENTLIK, LLP

Street Address: 600 South Avenue West

City: Westfield State: NJ ZIP: 07090

6. Total Number of applications and registrations involved: 4

7. Total Fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

12-1095

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

04/23/1999 JSH/DOZ 00000326 121095 894297

01 FC:481 40.00 CH
02 FC:482 75.00 CH

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 B. Cohen
(Name of Person Signing)

April 14, 1999
(Date)

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

Mail documents to be recorded with required cover sheet information to:
U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, DC 20231 Attention: Assignments

TRADEMARK
REEL: 1888 FRAME: 0329

ORIGINAL

**BUSINESS CORPORATION
STATE OF MAINE**

(Merger of Domestic and Foreign Corporations)

ARTICLES OF MERGER

McCain Ellio's Foods, Inc.

A corporation organized under the laws of New Jersey

INTO

McCain Foods USA, Inc.

A corporation organized under the laws of Maine

Pursuant to 13-A MRSA §906, the preceding corporations adopt these Articles of Merger:

Minimum Fee \$80 (See §1401 sub-§1B)

File No. 19520041 D Pages 6

Fee Paid \$ 80

DCH 1990151800015 MERG

FILED

15-JAN-99

Julie R. Flynn
Deputy Secretary of State

A True Copy When Attested By Signature

Julie R. Flynn
Deputy Secretary of State

FIRST: The laws of the State(s) of New Jersey, under which the foreign corporation(s) is (are) organized, permit such merger.

SECOND: The name of the surviving corporation is McCain Foods USA, Inc. and it is to be governed by the laws of the State of Maine

THIRD: The plan of merger is set forth in Exhibit A attached hereto and made a part hereof.

FOURTH: As to each participating domestic corporation, the shareholders of which voted on such plan of merger, the number of shares outstanding and the number of shares entitled to vote on such plan, and the number of such shares voted for and against the plan, are as follows:

	<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>	<u>NUMBER Voted For</u>	<u>NUMBER Voted Against</u>
c	McCain Ellio's Foods, Inc.	135,000	135,000	135,000	None
c	McCain Foods USA, Inc.	4,728,154	4,728,154	4,728,154	None

FIFTH: If the shares of any class were entitled to vote as a class, the designation and number of the outstanding shares of each such class, and the number of shares of each such class voted for and against the plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled to Vote</u>	<u>NUMBER Voted For</u>	<u>NUMBER Voted Against</u>
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N/A

(Include the following paragraph if the merger was authorized without the vote of the shareholders of the surviving corporation. Omit if not applicable.)

SIXTH: The plan of merger was adopted by the participating corporation which is to become the surviving corporation in the merger without any vote of its shareholders, pursuant to section 902, subsection 5. The number of shares of each class outstanding immediately prior to the effective date of the merger, and the number of shares of each class to be issued or delivered pursuant to the plan of merger of the surviving corporation are set forth as follows:

<u>Designation of Class</u>	<u>Number of Shares Outstanding Immediately Prior to Effective Date of Merger</u>	<u>Number of Shares to Be Issued Or Delivered Pursuant to the Merger</u>
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N/A


SEVENTH: The address of the registered office of the surviving corporation in the State of Maine is* _____
c/o Rudman & Winchell, 84 Harlow Street, Bangor, ME 04402
(street, city, state and zip code)

The address of the registered office of the merged corporation in the State of Maine is* _____
11 Gregg Street, Lodi, NJ 07644
(street, city, state and zip code)

EIGHTH: Effective date of the merger (if other than date of filing of Articles) is _____ Date of Filing
(Not to exceed 60 days from date of filing of the Articles)

DATED Jan 14, 1999

McCain Foods USA, Inc.

MUST BE COMPLETED FOR VOTE OF SHAREHOLDERS
I certify that I have custody of the minutes showing the above action by the shareholders.
McCain Foods USA, Inc.
(name of corporation)

(signature of clerk, secretary or asst. secretary)

**By  (participating domestic corporation)
(signature)

GILLES LESSARD, PRESIDENT
(type or print name and capacity)

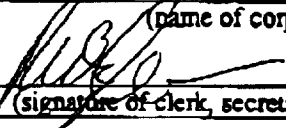
**By 
(signature)


RANDY MYLES, V.P. FINANCE
(type or print name and capacity)

DATED Jan 14, 1999

McCain Ellio's Foods, Inc.

(participating domestic corporation)

MUST BE COMPLETED FOR VOTE OF SHAREHOLDERS
I certify that I have custody of the minutes showing the above action by the shareholders.
McCain Ellio's Foods, Inc.
(name of corporation)

(signature of clerk, secretary or asst. secretary)

**By 
(signature)

Gilles Lessard, President
(type or print name and capacity)

**By 
(signature)

Randy Myles, Secretary and Clerk
(type or print name and capacity)

NOTE: If a foreign corporation is the survivor of this merger, see §906.4 and §908.3 as to whether Form MBCA-10Ma is required.

*Give address of registered office in Maine. If the corporation does not have a registered office in Maine, the address given should be the principal or registered office in the State of incorporation.

This document **MUST be signed by (1) the **Clerk** OR (2) the **President** or a vice-president *and* the **Secretary** or an assistant secretary, or such other officer as the bylaws may designate as a 2nd certifying officer OR (3) if there are no such officers, then a majority of the **Directors** or such directors as may be designated by a majority of directors then in office OR (4) if there are no such directors, then the **Holder**s, or such of them as may be designated by the holders, of record of a **majority of all outstanding shares** entitled to vote thereon OR (5) the **Holder**s of all of the outstanding shares of the corporation.

SUBMIT COMPLETED FORMS TO: CORPORATE EXAMINING SECTION, SECRETARY OF STATE,
101 STATE HOUSE STATION, AUGUSTA, ME 04333-0101
TEL. (207) 287-4195

Exhibit A

Exhibit

JOINT PLAN OF MERGER AND AGREEMENT OF MERGER
BETWEEN
MCCAIN ELLIO'S FOODS, INC.
a New Jersey corporation
AND
MCCAIN FOODS USA, INC.
a Maine corporation
WITH
MCCAIN FOODS USA, INC.
AS SURVIVING CORPORATION

WHEREAS, McCain Ellio's Foods, Inc. hereinafter called "McCain Ellio's" is a New Jersey corporation, with its principal place of business at Lodi, New Jersey; and

WHEREAS, the aggregate number of shares that McCain Ellio's is authorized to issue is One Hundred Fifty Thousand (150,000) common shares at no par value, of which One Hundred Thirty-Five Thousand (135,000) shares are outstanding; and

WHEREAS, McCain Foods USA, Inc. hereinafter called "McCain Foods" or the "Surviving Corporation", is a Maine corporation, with its principal place of business at Bangor, Maine; and

WHEREAS, McCain Foods is authorized to issue 5,000,000 common shares at \$1 par value, of which 4,728,154 shares are outstanding; and

WHEREAS, it is desirable for the benefit of both parties and their shareholders that the properties, businesses and assets and liabilities of both parties be combined into one surviving corporation, which shall be McCain Foods.

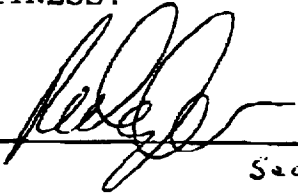
NOW THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties hereto, in accordance with the applicable provisions of the laws of the State of New Jersey and the State of Maine, do hereby agree as follows:

1. McCain Ellio's shall merge with and into McCain Foods and McCain Foods does hereby merge McCain Ellio's with and into itself. On and after the effective date of this contemplated merger:
 - (a) McCain Foods shall be the surviving corporation and shall continue to exist as a domestic corporation under the laws of the State of Maine, with all of the rights and obligations of such surviving domestic corporation as provided by the Maine Business Corporation Act.
 - (b) McCain Ellio's, as a constituent corporation, pursuant to the New Jersey Business Corporation Act, especially shall cease to exist (except as otherwise provided for specific purposes in such law) and its property shall become the property of McCain Foods as the surviving corporation.
2. The Articles of Incorporation, as amended, and the Bylaws of McCain Foods shall continue as the Articles of Incorporation and Bylaws of the surviving corporation.
3. The Directors of McCain Foods shall be the Directors of the surviving corporation until their successors are duly elected and qualified under the Bylaws of the surviving corporation.
4. Upon the effective date of the merger


- (a) Each share of common stock of McCain Foods, which shall be issued and outstanding on the effective date of the merger, shall remain issued and outstanding; and
- (b) Each authorized and outstanding share of McCain Ellio's and all rights in respect thereof shall be converted into one fully paid and non-assessable share of Common Stock of McCain Foods, and each certificate nominally representing shares of Common Stock of McCain Ellio's shall for all purposes be deemed to evidence the ownership of a like number of shares of Common Stock of McCain Foods.
5. This Agreement and Plan of Merger shall be submitted to the Directors and Shareholders of McCain Ellio's and McCain Foods for approval as required by the laws of the State of New Jersey and the State of Maine. If and when such required approval is obtained, the proper officers of each corporation shall and are hereby authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Plan and Agreement.
6. Notwithstanding any of the provisions of this Agreement, the Directors of McCain Ellio's at any time prior to the effective date of the merger herein contemplated, and for any reason they may deem sufficient and proper, shall have the power and authority to abandon and refrain from making effective the contemplated merger as set forth herein; in which case this Plan and Agreement shall thereby be canceled and become null and void.
7. This Plan and Agreement shall be effective at such time as Articles of Merger are prepared and filed with the offices of the Secretary of State of the States of Maine and New Jersey.

IN WITNESS WHEREOF, McCain Ellio's and McCain Foods have caused this Agreement to be executed in their corporate names by their respective corporate officers, hereunto duly authorized, this 31st day of December, 1998.

WITNESS:


Secretary-Clerk


MCCAIN ELLIO'S FOODS, INC.

By: 
Gilles Lessard
Its _____ President
Hereunto Duly Authorized

WITNESS:


Asst. Secretary

MCCAIN FOODS USA, INC.

By: 
Its _____ President
Hereunto Duly Authorized