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Our Ref.: 21730-

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

ATTN: BOX ASSIGNMENT

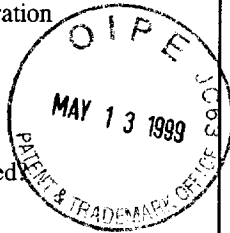
1. Name of conveying party(ies): New El-Ge Corporation.
A Delaware corporation

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

Name: AmeriFoods Companies, Inc.
A Delaware corporation

Street Address:
2060 Old Philadelphia Pike

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



City: Lancaster State: PA Zip: 17602
Domestic Representative designation attached? Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Additional name(s) & address(es) attached?
 Yes No

Effective Date: August 23, 1994 Execution Date: August 23, 1994

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 615,939, 1,453,346,
1,598,833, 686,975, 1,479,787

05/18/1999 JSHABAZZ 00000264 615939
01 FC:481 40.00 OP
02 FC:482 100.00 OP

Additional numbers attached: Yes No

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

Name: A. J. Zottola, Esq.

Internal Address: Morgan, Lewis & Bockius LLP
Attn: TMSU

Street Address: 1800 M Street, N.W.
City: Washington State: DC Zip: 20036

6. Total number of applications and trademarks involved: 5

7. Total fee (37 C.F.R. §3.41): \$140.00
 Enclosed
 Authorized to be charged to deposit account 13-4520
 Debit insufficiency or credit over payment to Deposit Account No. 13-4520

8. Deposit account number: 13-4520
Attach duplicate of page if paying by deposit account

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.

A. J. Zottola
Name of Person Signing

A. J. Zottola III
Signature

5/12/99
Date

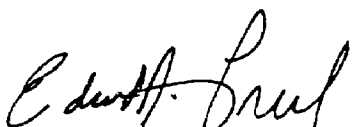
Total number of pages including cover sheet, attachments and documents: 5

State of Delaware
Office of the Secretary of State PAGE 1

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:

"NEW EL-GE CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "AMERIFOODS COMPANIES, INC." UNDER THE NAME OF "AMERIFOODS COMPANIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1994, AT 12 O'CLOCK P.M.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 9721724

DATE: 05-03-99

TRADEMARK

REEL: 001897 FRAME: 0846

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NEW EI-GE CORPORATION

WITH AND INTO

AMERIFOODS COMPANIES, INC.

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

AmeriFoods Companies, Inc., a Delaware corporation (the "Corporation"),
HEREBY CERTIFIES AS FOLLOWS:

FIRST: The Corporation is a corporation incorporated on November 18, 1988
under the laws of the State of Delaware.

SECOND: The Corporation owns all the outstanding capital stock of New EI-
Ge Corporation, a corporation incorporated on February 28, 1991 under the laws of the State
of Delaware ("New EI-Ge").

THIRD: The Corporation, by the following resolutions of its Board of
Directors, duly adopted by unanimous written consent of its members, filed with the minutes
of its Board of Directors, as of August 23, 1994, determined to merge New EI-Ge with and
into the Corporation:

RESOLVED, that the Corporation merge New EI-Ge Corporation, a Delaware
corporation ("New EI-Ge"), with and into the Corporation (the "Merger");

RESOLVED, that the Merger shall become effective at the time (the
"Effective Time") of the filing of a Certificate of Ownership and Merger with the
Secretary of State of the State of Delaware in accordance with the provisions of the
General Corporation Law of the State of Delaware;

RESOLVED, that, at the Effective Time, the separate existence of New EI-Ge
shall cease, New EI-Ge shall be merged with and into the Corporation, which shall be
the surviving corporation (the "Surviving Corporation"), and the Surviving
Corporation, without further action, shall possess all the rights, privileges, powers
and franchises, public and private, of both the Corporation and New EI-Ge and shall
be subject to all the debts, liabilities, obligations, restrictions, disabilities and duties
of both the Corporation and New EI-Ge;

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RESOLVED, that the Certificate of Incorporation and By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation and By-laws of the Surviving Corporation until thereafter amended as provided by law or such Certificats of Incorporation;

RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$.01 per share, of New El-Ge which is issued and outstanding immediately prior to the Effective Time, shall be deemed cancelled;


RESOLVED, that, at the Effective Time, each share of the Common Stock, par value \$.01 per share, of the Corporation which is issued and outstanding immediately prior to the Effective Time, shall remain outstanding following the Effective Time;

RESOLVED, that the directors and officers of the Corporation as of the Effective Time shall be the directors and officers of the Surviving Corporation, until their successors are duly elected or appointed; and


RESOLVED, that the proper officers of the Corporation be, and each of them acting alone hereby is, authorized to take all actions and to prepare, execute, deliver and file all agreements, instruments, documents and certificates in the name and on behalf of the Corporation, and under its corporate seal or otherwise, and to pay all such fees and expenses as they, or any one of them, may deem necessary, proper or advisable in order to effect the Merger.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by John S. Wilcha, its Chairman of the Board, President and Chief Executive Officer, and attested by Stephen B. Nett, its Assistant Secretary, as of this twenty-third day of August, 1994.

AMERIFOODS COMPANIES, INC.

By: 
John S. Wilcha
Chairman of the Board, President and
Chief Executive Officer

ATTEST:


Stephen B. Nett
Assistant Secretary

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