

Box ASSIGNMENTS

Hon. Commissioner of Patents and Trademarks  
Washington, DC 20231

06-01-1999

RECEIVED



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5.24.99

Sir: Please record the attached original assignment, having the following particulars:

Attorney Docket: 2000-024T/MJB

Registration No.: 503,340

Registered: October 26, 1948

Mark: HOROWITZ MARGARETEN & Star Design

Assignor(s): G.M.B. ENTERPRISES, INC. (a New Jersey corporation)

Assignee(s): MANO HOLDINGS CORPORATION (a Delaware corporation)

Address of assignee(s): One Manischewitz Plaza  
Jersey City, New Jersey 07032

Nature of enclosed document: Certificate of Merger (issued by State of Delaware)

Total number of applications/registrations involved: 1

Amount of fee enclosed: \$40.00  
(Please charge any deficiency to deposit account No. 19-0748)

Date of execution of enclosure: May 23, 1996

All correspondence, including *the recorded document should be sent to the address at the bottom* .

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.

Date: May 20, 1999

Name: Martin J. Beran

05/28/1999 MTHA11 00000128 503340

01 ~~FE:481~~ Total number of pages, including 40.00 BP  
cover sheet, attachments, and document: 5

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:

"THE B. MANISCHEWITZ SALES CORPORATION", A ILLINOIS CORPORATION,

"G.M.B. ENTERPRISES, INC.", A NEW JERSEY CORPORATION,

"MANISCHEWITZ FOOD PRODUCTS CORP.", A NEW JERSEY CORPORATION,

WITH AND INTO "MANO HOLDINGS CORPORATION" UNDER THE NAME OF "MANO HOLDINGS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MAY, A.D. 1996, AT 8:35 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9722658

DATE: 05-04-99

TRADEMARK

REEL: 001904 FRAME: 0048

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
THE B. MANISCHEWITZ SALES CORPORATION,  
MANISCHEWITZ FOOD PRODUCTS CORP., AND  
G.M.B. ENTERPRISES, INC.  
INTO  
MANO HOLDINGS CORPORATION**

Pursuant to Section 253 of the General Corporation Law of Delaware, **MANO HOLDINGS CORPORATION**, a corporation organized and existing under the laws of the State of Delaware, does hereby certify as follows:

**FIRST:** That **MANO HOLDINGS CORPORATION** was incorporated on the 15th day of October, 1990, pursuant to the General Corporation Law of Delaware.

**SECOND:** That this corporation owns all of the outstanding shares of the stock of each of the following subsidiaries:

(a) **MANISCHEWITZ FOOD PRODUCTS CORP.**, a corporation incorporated on the 16th day of March, 1954, pursuant to the New Jersey Business Corporation Act;

(b) **G.M.B. ENTERPRISES, INC.**, a corporation incorporated on the 13th day of September, 1967, pursuant to the New Jersey Business Corporation Act; and

(c) **THE B. MANISCHEWITZ SALES CORPORATION**, a corporation incorporated on the 23rd day of August, 1957, pursuant to the Illinois Business Corporation Act.

**FOURTH:** That **THE B. MANISCHEWITZ SALES CORPORATION**, **MANISCHEWITZ FOOD PRODUCTS CORP.**, and **G.M.B. ENTERPRISES, INC.**, did, by appropriate resolutions duly adopted by its Board of Directors at a meeting held by telephonic communication on the 23rd day of May, 1996, determine to and did merge themselves into **MANO HOLDINGS CORPORATION**.

**FIFTH:** That **MANO HOLDINGS CORPORATION** (referred to in the resolutions as "the Corporation") did, by the following resolutions duly adopted by its Board of Directors at a meeting held by telephonic communication on the 23rd day of May, 1996, determine to and did merge **THE B. MANISCHEWITZ SALES CORPORATION**, **MANISCHEWITZ FOOD PRODUCTS CORP.**, and **G.M.B. ENTERPRISES, INC.** into itself:

05/31/96  
11:11AM  
DN 150107.1

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 08:35 AM 05/31/1996  
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**RESOLVED**, that the merger of the Corporation on substantially the terms and conditions as set forth in the Agreement and Plan of Merger of **MANO HOLDINGS CORPORATION**, be and the same is hereby approved:

**FURTHER RESOLVED**, that the President of the Corporation is hereby authorized and directed to execute the Agreement and Plan of Merger:

**FURTHER RESOLVED**, that the President of the Corporation is hereby authorized and directed to execute and file with the appropriate jurisdictions Articles of Merger; and

**FURTHER RESOLVED**, that the proper Officers of the Corporation be and they hereby are authorized to take any and all action to execute, acknowledge, seal and file any and all instruments and documents necessary or proper in connection with the Agreement and Plan of Merger.

**SIXTH:** That an Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 253 of the General Corporation Law of Delaware.

**SEVENTH:** That the name of the surviving corporation of the merger is **MANO HOLDINGS CORPORATION**, a Delaware Corporation.

**EIGHTH:** That the Certificate of Incorporation of **MANO HOLDINGS CORPORATION**, a Delaware Corporation, which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

**NINTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of **MANO HOLDINGS CORPORATION**, the surviving corporation, at One Manischewitz Plaza, Jersey City, New Jersey 07302.

10-01/98  
CN-6188  
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