

Box ASSIGNMENTS

5.24.99

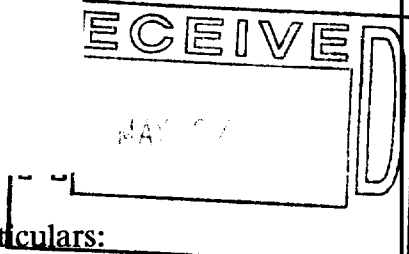
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RECEIVED

Hon. Commissioner of Patents and Trademarks  
Washington, DC 20231



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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 New Jersey)

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.

05/28/1999 MTHAI1 00000127 503340

01 EC:481 Date: May 20, 1999 40.00 OP

Name: Martin J. Beran

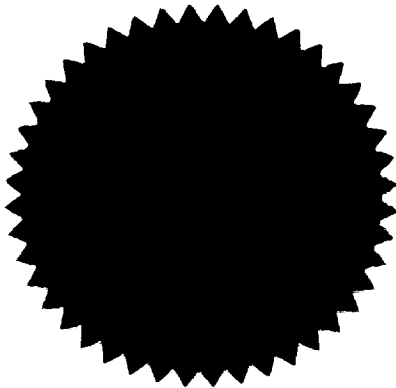
Total number of pages, including cover sheet, attachments, and document: 10

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

G.M.B. ENTERPRISES, INC.

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate Of Merger  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.*

*IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
10th day of May, 1999*



A handwritten signature in black ink that reads "James A. DiEleuterio, Jr." The signature is written in a cursive style.

*James A DiEleuterio, Jr.  
Treasurer*

MGF  
FILED

MAY 81 1996

LONNA R. HOOKS  
Secretary of State

1102730

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

Pursuant to the provisions of Section 14A:10-7 Corporations, General, of the New Jersey Statutes, the undersigned corporations hereby execute the following Certificate of Merger.

**ARTICLE ONE**

The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized, are as follows:

- (a) **THE B. MANISCHEWITZ SALES CORPORATION**, an Illinois Corporation; *NR*
- (b) **MANISCHEWITZ FOOD PRODUCTS CORP.**, a New Jersey Corporation;
- (c) **G.M.B. ENTERPRISES, INC.**, a New Jersey Corporation; and
- (d) **MANO HOLDINGS CORPORATION**, a Delaware Corporation.

**ARTICLE TWO**

The laws of the States of Delaware and Illinois, the states under which such foreign corporations are organized, permit such merger and that the applicable provisions of the laws of said jurisdictions under which such foreign corporations were organized have been, or upon compliance with filing and recording requirements will have been, complied with.

**ARTICLE THREE**

The name of the surviving corporation shall be **MANO HOLDINGS CORPORATION** and it shall be governed by the laws of the State of Delaware.

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The address of the surviving corporation's registered office is One Manischewitz Plaza, Jersey City, New Jersey 07302, and the name of the registered agent at such address is **ROBERT D. KROLL**.

#### **ARTICLE FOUR**

The Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit "A," was approved by the Shareholders and Board of Directors of the undersigned domestic corporations in the manner prescribed by the New Jersey Business Corporation Act, and was approved by the undersigned foreign corporations in the manner prescribed by the laws of the States under which they are organized.

#### **ARTICLE FIVE**

As to each corporation whose Shareholders are entitled to vote and the number of shares entitled to vote thereon is as follows (there were no shares of any class or series):

- (a) **THE B. MANISCHEWITZ SALES CORPORATION** having 15,000 shares entitled to vote;
- (b) **MANISCHEWITZ FOOD PRODUCTS CORP.** having 100 shares entitled to vote;
- (c) **G.M.B. ENTERPRISES, INC.** having 200 shares entitled to vote; and
- (d) **MANO HOLDINGS CORPORATION** having 30,000 shares entitled to vote.

#### **ARTICLE SIX**

As to each corporation whose Shareholders are entitled to vote and the number of shares that voted for and against the merger, respectively, is as follows (there were no shares of any class or series):

- (a) **THE B. MANISCHEWITZ SALES CORPORATION** having 15,000 shares entitled to vote, all shares being voted for the merger;
- (b) **MANISCHEWITZ FOOD PRODUCTS CORP.** having 100 shares entitled to vote, all shares being voted for the merger;

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(c) **G.M.B. ENTERPRISES, INC.** having 200 shares entitled to vote, all shares being voted for the merger; and

(d) **MANO HOLDINGS CORPORATION** having 30,000 shares entitled to vote, all shares being voted for the merger.

#### **ARTICLE EIGHT**

**MANO HOLDINGS CORPORATION**, the surviving corporation to this merger, hereby agrees that if it is to transact business in the State of New Jersey, it shall comply with the provisions of the Business Corporation Act of New Jersey, with respect to foreign corporations, and whether or not it is to transact business in New Jersey, agrees that:

(a) It may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of New Jersey or any foreign corporation, previously amenable to suit in New Jersey, which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting Shareholder of any such corporation organized under the laws of the State of New Jersey against the surviving corporation;

(b) The Secretary of State of New Jersey shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the post office to which the service of process in any such proceeding shall be mailed is One Manischewitz Plaza, Jersey City, New Jersey 07302; and

(c) The surviving corporation will promptly pay to the dissenting Shareholders of any corporation organized under the laws of the State of New Jersey which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting Shareholders.

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IN WITNESS WHEREOF, each of the undersigned corporations has caused this Certificate of Merger to be executed in its name by its President as of the 25<sup>th</sup> day of May, 1996.

**THE B. MANISCHEWITZ SALES CORPORATION**

By Robert D. Kroll  
ROBERT D. KROLL, President

**MANISCHEWITZ FOOD PRODUCTS CORP.**

By Robert D. Kroll  
ROBERT D. KROLL, President

**G.M.B. ENTERPRISES, INC.**

By Robert D. Kroll  
ROBERT D. KROLL, President

**MANO HOLDINGS CORPORATION**

By Robert D. Kroll  
ROBERT D. KROLL, President

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## AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** is dated the 23<sup>rd</sup> day of May, 1996, (the "Agreement"), pursuant to Section 253 of the General Corporation Law of Delaware, by and among **THE B. MANISCHEWITZ SALES CORPORATION ("SALES")**, an Illinois Corporation, **MANISCHEWITZ FOOD PRODUCTS CORP. ("FOOD PRODUCTS")**, a New Jersey Corporation, **G.M.B. ENTERPRISES, INC. ("ENTERPRISES")**, a New Jersey Corporation, and **MANO HOLDINGS CORPORATION ("MANO")**, a Delaware Corporation.

### RECITALS:

A. **SALES** is a corporation duly organized and validly existing under the corporate laws of Illinois, with its principal executive offices located at 4040 W. Belmont Avenue, Chicago, Illinois 60641.

B. **FOOD PRODUCTS** is a corporation duly organized and validly existing under the corporate laws of New Jersey, with its principal executive offices located at 214 N. Delsea Drive, Vineland, New Jersey 08360.

C. **ENTERPRISES** is a corporation duly organized and validly existing under the corporate laws of New Jersey, with its principal executive offices located at 340 Luis Munoz Marin Boulevard, Jersey City, New Jersey 07302.

D. **MANO** is a corporation duly organized and validly existing under the corporate laws of Delaware, with its principal executive offices located at One Manischewitz Plaza, Jersey City, New Jersey 07302.

**WHEREAS**, all of the corporations desire to merge into a single corporation.

**NOW, THEREFORE, SALES, FOOD PRODUCTS, ENTERPRISES and MANO**, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

**FIRST: MANO HOLDINGS CORPORATION** hereby merges into itself **THE B. MANISCHEWITZ SALES CORPORATION, MANISCHEWITZ FOOD PRODUCTS CORP. and G.M.B. ENTERPRISES, INC.**, and **THE B. MANISCHEWITZ SALES CORPORATION, MANISCHEWITZ FOOD PRODUCTS CORP. and G.M.B. ENTERPRISES, INC.** shall be and hereby are merged into **MANO HOLDINGS CORPORATION**, which shall be the surviving corporation.

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**EXHIBIT A**

**TRADEMARK**  
**REEL: 001904 FRAME: 0298**

**SECOND:** The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation is that after the effective date of this merger, each holder of an outstanding certificate representing shares of common stock of the merged corporations shall surrender the same to the surviving corporation and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of the surviving corporation on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the merged corporations to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporation purposes as evidencing the ownership of shares of the surviving corporation as through said surrender and exchange has taken place. After the effective date of this Agreement, each registered owner of any uncertificated shares of common stock of the merged corporations shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein. Following the merger, certificates previously representing common stock of **SALES, FOOD PRODUCTS** and **ENTERPRISES** shall be deemed for all corporate purposes to represent the same number of shares of common stock of **MANO**.

**THIRD:** The terms and conditions of the merger are as follows:

(a) The Bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the Bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The Directors and Officers of the surviving corporation shall continue in office until the next annual meeting of the stockholders and until their successors shall have been elected and qualified.

(c) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporations shall be transferred to, vested in and devolve upon, the surviving corporation without further act or deed and all property, rights and every other interest of the surviving corporation and the merged corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporations, respectively. The merged corporations hereby agree from time to time, as and when requested

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by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper Officers and Directors of the merged corporations and the property Officers and Directors of the surviving corporation are fully authorized in the name of the merged corporations or otherwise to take any and all such action.

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations, on this 30th day of May, 1996.

**THE B. MANISCHEWITZ SALES CORPORATION**

By Robert D. Kroll  
ROBERT D. KROLL, President

**MANISCHEWITZ FOOD PRODUCTS CORP.**

By Robert D. Kroll  
ROBERT D. KROLL, President

**G.M.B. ENTERPRISES, INC.**

By Robert D. Kroll  
ROBERT D. KROLL, President

**MANO HOLDINGS CORPORATION**

By Robert D. Kroll  
ROBERT D. KROLL, President

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I, **RICHARD E. HAINE**, Secretary of **MANO HOLDINGS CORPORATION**, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary, that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of the said corporation and having been signed on behalf of **THE B. MANISCHEWITZ SALES CORPORATION**, a corporation of the State of Illinois, **MANISCHEWITZ FOOD PRODUCTS CORP.**, a corporation of the State of New Jersey, and **G.M.B. ENTERPRISES, INC.**, a corporation of the State of New Jersey, was duly adopted pursuant to Section 228 of the General Corporation Law of Delaware by the unanimous written consent of the stockholders holding all of the capital stock of the corporations, which Agreement and Plan of Merger was thereby adopted as the act of the stockholders of **MANO HOLDINGS CORPORATION**.

WITNESS my hand on this 23<sup>rd</sup> day of May, 1996.

  
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**RICHARD E. HAINE**

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