

08-03-1999

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To the Honorable Commissioner of Patents and Trademarks

Send original documents or copy thereof.

1. Name of conveying party(ies):

Nugget Distributors' Cooperative of America, Inc., dba
Nugget Distributors, Inc.

- Individual(s)
- General Partnership
- Corporation - State of Oregon
- Other

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

3. Nature of conveyance:

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

Execution Date: _____

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

Name: Permier Foodservice Distributors of America, Inc.

Internal Address: _____

Street Address: 4226 Coronado Avenue

City: Stockton State: CA Zip: 95204

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of Oregon
- 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) & addresses) attached? Yes No



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

A. Trademark Application No.(s)

See attachment

B. Trademark registration No.(s)

see attachment

Additional numbers attached? Yes No

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

Name: Bruce A. McDonald, Esq.

Internal Address: Dykema Gossett PLLC

Suite 300 West

Street Address: 1300 I Street, N.W.

City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved: _____

83

7. Total fee (37 CFR 3.41) \$ 2,090.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

04-2223

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

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.

Bruce A. McDonald
Name of Person Signing

Bruce A. McDonald
Signature

7-29-99
Date

Total number of pages comprising cover sheet _____

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231 to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

08/02/1999 042223 75330015
01 FC:401
02 FC:402

From: Nugget Distributors' Cooperative of America, Inc., dba Nugget Distributors, Inc.

To: Premier Foodservice Distributors of America, Inc.

Nature of Conveyance: Change of Name

APPLICATIONS

75/330,815

75/350,761

75/374,299

75/392,990

75/471,388

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ID\CK

From: Nugget Distributors' Cooperative of America, Inc., dba Nugget
Distributors, Inc.

To: Premier Foodservice Distributors of America, Inc.

Nature of Conveyance: Change of Name

REGISTRATIONS

205,122	886,489	1,135,842	1,598,830
266,684	935,246	1,140,030	1,601,182
278,452	962,180	1,167,573	1,694,646
681,583	974,080	1,187,018	1,708,973
758,505	974,938	1,196,954	1,724,866
831,951	975,317	1,201,719	1,776,483
832,553	975,394	1,203,781	1,862,630
835,579	980,056	1,217,708	1,917,093
840,639	1,001,111	1,238,627	1,922,267
840,717	1,001,560	1,251,504	1,924,950
841,746	1,006,811	1,258,736	1,963,143
850,859	1,027,789	1,265,199	1,967,851
852,170	1,036,317	1,265,200	1,994,066
852,812	1,065,327	1,329,870	2,070,242
854,417	1,079,172	1,338,541	2,082,151
857,581	1,087,769	1,438,871	2,092,591
857,613	1,095,618	1,487,700	2,133,357
864,780	1,106,395	1,547,763	2,134,348
869,074	1,106,396	1,595,618	2,216,793
869,076	1,106,397		

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CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, PHIL KEISLING, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

That the attached copy of the
Restated

Articles of Incorporation

filed on

March 11, 1998

for

NUGGET DISTRIBUTORS' COOPERATIVE OF AMERICA, INC.

An Oregon Cooperative Corporation

changing the name to

PREMIER FOODSERVICE DISTRIBUTORS OF AMERICA, INC.

is a true copy of the original document
that has been filed with this office.

In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.

PHIL KEISLING, Secretary of State



By

Marilyn R. Smith

Marilyn R. Smith

March 24, 1999

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\$10 BUSINESS REG10.00



Phone: (503) 886-2200
Fax: (503) 378-4351

Secretary of State
Corporation Division
263 Capital St. NE, Suite 161
Salem, OR 97310-1327

Articles of Amendment/Restatement/Dissolution—Cooperative

For office use only

Check the appropriate box below:

- ARTICLES OF AMENDMENT
(Complete only 1, 2, 3, 4, 5, 9, 10)
- RESTATED ARTICLES OF INCORPORATION
(Complete only 1, 2, 3, 6, 7, 8, 10)
- ARTICLES OF DISSOLUTION
(Complete only 1, 2, 3, 6, 9, 10)

FILED

MAR 11 1998

OREGON
SECRETARY OF STATE

Registry Number:

078712-13

Attach Additional Sheet if Necessary
Please Type or Print Legibly in Black Ink

- 1) NAME OF COOPERATIVE Nugget Distributors' Cooperative of America, Inc.
- 2) DATE OF ADOPTION OF AMENDMENT OR RESTATED ARTICLES March 6, 1998
- 3) MEMBER VOTE
Number of members voting for: 119 Number of members voting against: 9

ARTICLES OF AMENDMENT

RESTATED ARTICLES OF INCORPORATION

4) ARTICLES AMENDED (State the article number and set forth the article(s) so it is apparent to be read.)

6) COPY OF RESTATED ARTICLES

Attached is a copy of the Restated Articles.

7) CHECK ONLY THE APPROPRIATE STATEMENT NA

Affected shareholders do not have the right to vote.

Affected shareholders have the right to vote. The shareholder vote was as follows:

Class or series of shares	Number of affected shares outstanding	Number of shares entitled to vote	Number of votes cast FOR	Number of votes cast AGAINST

5) SHAREHOLDER VOTE (If affected shareholders had the right to vote cast or ORS 63.502.)

Number of affected shareholders entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST

ARTICLES OF DISSOLUTION

8) SHAREHOLDER VOTE ON RESOLUTION (If applicable)

Total number of shareholders/owners	Number of votes required for passage	Number of votes cast FOR	Number of votes cast AGAINST

Date of the vote: _____

9) EXECUTION

Printed Name William P. Barulich Signature William P. Barulich Title Chairman of the Board of Directors

10) CONTACT NAME William Dentino

DAYTIME PHONE NUMBER (916) 321-4444

FEES

Money check for \$10 per copy to "Corporation Division"

NOTE: Filing fees may be paid with VISA or MASTERCARD. The card number and expiration date should be punched on a separate sheet of your presentation.

[Handwritten signature]
3/11

078712-13

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

of

Nugget Distributors' Cooperative of America, Inc.
A Cooperative Corporation

FILED

MAR 11 1998

OREGON
SECRETARY OF STATE

ARTICLE I

The name of this Cooperative is Premier Foodservice Distributors of America, Inc., a Cooperative Corporation, and its duration shall be perpetual.

ARTICLE II

The purposes for which the Cooperative is organized are: to render services to its members by utilizing their united efforts for the efficient and economical purchase, distribution and marketing of approved brand foods and non-foods sold or distributed through their various business establishments throughout the United States, Canada and other parts of North America, and generally to engage in any lawful activity for which corporations may be organized under ORS Chapter 62.

ARTICLE III

The Cooperative is organized without membership stock. The amount of the membership fee is \$10.00 and the membership fee shall not be changed without an amendment to the Articles of Incorporation. The limitations on transfer of a membership are as follows:

No member may transfer his membership in this Cooperative without first obtaining the written consent of the Board of Directors of the Cooperative. If, upon written receipt of a request for approval of a transfer, it appears to the Board of Directors

Premier Foodservice Distributors of America, Inc.
Amended and Restated Articles of Incorporation

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that the transferee is otherwise eligible for membership in this Cooperative, it shall approve the request, subject to whatever terms and conditions it shall deem necessary and appropriate.

ARTICLE IV

The basis of distribution of assets in the event of dissolution or liquidation shall be determined and fixed in accordance with the following rule:

The amount of property each member is to receive shall be measured by the unrefunded contribution of the member in money or property to the Cooperative's Revolving Fund or funds and shall be in the same proportion as the member's unrefunded contribution to the Revolving Fund bears to all unrefunded contributions to the Revolving Fund by all the members.

Dated: 3/6, 1998.


WILLIAM P. BARULICH, Chairman
of the Board of Directors

078712-83

STATE OF CALIFORNIA)

COUNTY OF San Joaquin)

ss.

On 6 March 1998, before me, Dennis K. Jordan the undersigned notary public, personally appeared WILLIAM P. BARULICH, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Dennis K. Jordan



Premier Foodservice Distributors of America, Inc.
Amended and Restated Articles of Incorporation

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