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To the Honorable Commissioner of P



attached original documents or copy thereof.
Address of receiving party(ies):

1. Name of conveying party(ies):
JEFFERSON CHEESE MFG., INC.

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

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

101112726

Name: SAPUTO CHEESE USA INC
SUITE 250
Internal Address:
Street Address: 25 TRI-STATE INTERNATIONAL
City: LINCOLNSHIRE State: IL ZIP: 60069

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State DELAWARE
 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 Merger
 Security Agreement Change of Name
 Other

Execution Date: March 31, 1999

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s)
2,230,338
1,130,525

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Michelle Foy Swierczynski
Internal Address: Bell, Boyd & Lloyd

P.O. Box 1135
Street Address:

City: Chicago State: IL ZIP: 60690

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41): \$ 65.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

(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.

Michelle Foy Swierczynski Michelle Foy Swier 8/2/99
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

OMB No. 0651-0011 (exp. 4/94)
04/05/1999 MAIL 00000231 2230338

Do not detach this portion

01 FC:481 Mail documents to be recorded and required cover sheet information to:
02 FC:482 40.00 OP
25.00 OP
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 time 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, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

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 MERGER, WHICH MERGES:

"JEFFERSON CHEESE MFG. INC.", A MARYLAND CORPORATION, WITH AND INTO "SAPUTO CHEESE USA INC." UNDER THE NAME OF "SAPUTO CHEESE USA INC.", 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 MARCH, A.D. 1999, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

2178089 8100M

991156469

AUTHENTICATION: 9698901

DATE: 04-21-99

Mar. 31, 1999 10:27AM

NATIONAL CORP. RESEARCH, LTD.

No. 7280 P. 2

**CERTIFICATE OF MERGER
OF
JEFFERSON CHEESE MFG. INC., a Maryland corporation
WITH AND INTO
SAPUTO CHEESE USA INC., a Delaware corporation**

PURSUANT TO SECTION 252 OF THE DELAWARE GENERAL CORPORATION LAW

The undersigned corporation hereby certifies that:

FIRST: The names and states of incorporation of the constituent corporations are as follows:

Name	State of Incorporation
Saputo Cheese USA Inc.	Delaware
Jefferson Cheese Mfg. Inc.	Maryland

SECOND: An Agreement and Plan of Merger and Articles of Merger, dated as of March 31, 1999, between the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Saputo Cheese USA Inc., a Delaware corporation.

FOURTH: Upon the effectiveness of the merger, the Certificate of Incorporation of Saputo Cheese USA Inc., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger and Articles of Merger is on file at the office of the surviving corporation. The address of said office is 25 Tri-State International Office Center, Suite 250, Lincolnshire, Illinois 60069.

SIXTH: A copy of the Agreement and Plan of Merger and Articles of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The authorized capital stock of Jefferson Cheese Mfg. Inc., a Maryland corporation is 100,000 shares of Common Stock, par value \$1.00 per share.

EIGHTH: The merger shall be effective as of 12:01 a.m. on April 1, 1999.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/31/1999
991125790 - 2178089

Mar. 31. 1999 10:27AM

NATIONAL CORP. RESEARCH, LTD.

No. 7280 P. 3

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Merger on behalf of Saputo Cheese USA Inc. as its authorized officer and hereby affirms, under penalties of perjury, that this Certificate of Merger is the act and deed of such corporation and that the facts stated herein are true.

Dated: March 31, 1999

SAPUTO CHEESE USA INC., a Delaware corporation

By: /s/ Louis-Philippe Carriere
Louis-Philippe Carriere
Secretary

[SIGNATURE PAGE TO SAPUTO CHEESE USA INC./JEFFERSON CHEESE MFG. INC..
CERTIFICATE OF MERGER]

FA990700.014/6

MICHELLE FOY SWIERCZYNSKI
312. 558.7827
mfoy@bellboyd.com
0110435-001

August 3, 1999

VIA EXPRESS MAIL

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

Recordation of Merger for Trademarks

Dear Sir/Madame:

Enclosed for recordation please find:

- (1) A Certificate of Merger effective March 31, 1999 between Jefferson Cheese Mfg., Inc. and Saputo Cheese USA Inc.;
- (2) Recordation Form Cover Sheet for Trademarks; and
- (3) A check in the amount of \$65.00 in payment of the recordation fees.

Please correspond with me at the above address regarding this recordation.

Very truly yours,



Michelle Foy Swierczynski
Legal Assistant

/mcf
Enclosures
Copy to Isabelle Viger (w/enclosures)

EL132990485US