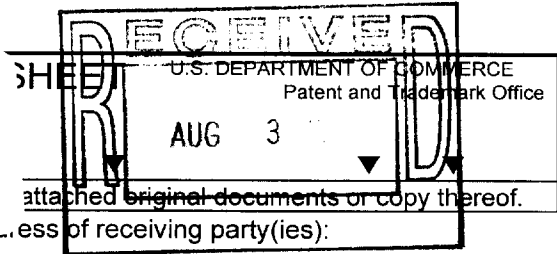


RECORDATION SHEET
08-06-1999



Tab settings =>>>

To the Honorable Commissioner of Patents

attached original documents or copy thereof.

1. Name of conveying party(ies):

101112725

Name of receiving party(ies):

STELLA HOLDINGS, INC.

Name: SAPUTO ACQUISITION, INC.

Internal Address: SUITE 250

Street Address: 25 TRI-STATE INTERNATIONAL

City: LINCOLNSHIRE State: IL ZIP: 60069

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

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

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

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
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 31, 1999

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

A. Trademark Application No.(s)
SEE ATTACHED SCHEDULE

B. Trademark registration No.(s)
SEE ATTACHED SCHEDULE

75 / 336, 973

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
Street Address: P.O. Box 1135
City: Chicago State: IL ZIP: 60690

6. Total number of applications and registrations involved: 9

7. Total fee (37 CFR 3.41): \$ 240.00
 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 Swierczynski

Name of Person Signing

Signature

9/23/99

Date

Total number of pages comprising cover sheet: 7

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 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.

00/05/1891 BTM11 00000232 7538973

**ATTACHMENT TO RECORDATION FORM COVER SHEET
CONVEYING PARTY: STELLA HOLDINGS, INC.
RECEIVING PARTY: SAPUTO ACQUISITION, INC.**

SCHEDULE A

4.A. Trademark Application Nos.

75/336,973

75/340,780

75/358,348

**ATTACHMENT TO RECORDATION FORM COVER SHEET
CONVEYING PARTY: STELLA HOLDINGS, INC.
RECEIVING PARTY: SAPUTO ACQUISITION, INC.**

SCHEDULE B

4. B. Trademark Registration Nos.

1,921,048

2,195,908

903,582

1,257,717

1,257,043

1,654,427

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:

"STELLA HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "SAPUTO ACQUISITION, INC." UNDER THE NAME OF "SAPUTO ACQUISITION, 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.

R



Edward J. Freel

Edward J. Freel, Secretary of State

2817333 8100M

991156474

AUTHENTICATION: 9698923

DATE: 04-21-99

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/31/1999
991125692 - 2817333

**CERTIFICATE OF MERGER
OF
STELLA HOLDINGS, INC., a Delaware corporation
WITH AND INTO
SAPUTO ACQUISITION, INC., a Delaware corporation**

PURSUANT TO SECTION 251 OF THE DELAWARE GENERAL CORPORATION LAW

The undersigned corporation, Saputo Acquisition, Inc., hereby certifies that:

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

| Name | State of Incorporation |
|--------------------------|------------------------|
| Saputo Acquisition, Inc. | Delaware |
| Stella Holdings, Inc. | Delaware |

SECOND: An Agreement and Plan 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 251 of the General Corporation Law of the State of Delaware.

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

FOURTH: Upon the effectiveness of the merger, the Certificate of Incorporation, as amended, of Saputo Acquisition, Inc., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the office of the surviving corporation. The address of said office is Saputo Acquisition, Inc., 6869 Metropolitan Boul. East, St. Leonard, Quebec H1P 1X8, Canada.

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

SEVENTH: The merger shall be effective as of 5:00 p.m. on March 31, 1999.

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Merger on behalf of Saputo Acquisition, 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 ACQUISITION, INC., a Delaware corporation

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

[SIGNATURE PAGE TO SAPUTO ACQUISITION INC./STELLA HOLDINGS, INC.
CERTIFICATE OF MERGER]

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