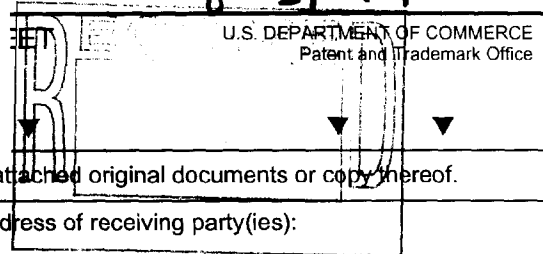


09-07-1999



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To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Raskas Acquisition Subsidiary, Inc.

Individual(s) Association
 General Partnership Limited Partnership

Corporation-State Missouri
 Other _____

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

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

Name: Nauvoo Cheese Company

Internal Address: _____

Street Address: 165 North Meramec, Suite 200

City: Clayton State: MO ZIP: 63105

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____

Corporation-State Missouri
 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: December 15, 1987

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

A. Trademark Application No.(s)
 None

B. Trademark Registration No.(s)
760,403

Additional numbers attached? Yes No

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

Name: Kay R. Sherman

Internal Address: Gallop, Johnson & Neuman, L.C.

Street Address: 101 South Hanley, Suite 1600

City: St. Louis State: MO ZIP: 63105

6. Total number of applications and registration involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(Attached 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.

Kay R. Sherman *Kay R. Sherman* 8/27/99
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 9

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignments
 Washington, D.C. 20231

09/03/1999 DNGUYEN 00000314 760403

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STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

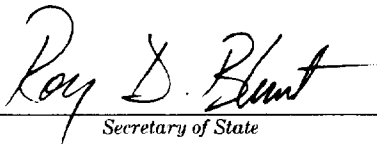
Certificate of Amendment

WHEREAS, ~~NAUVOO CHEESE COMPANY (Formerly: Raskas Acquisition Subsidiary, Inc.)~~
a corporation organized under The General and Business Corporation Law has delivered to me a Certificate of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General and Business Corporation Law.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Certificate of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 15th day of December, 19 87.


Secretary of State

AMENDMENT OF ARTICLES OF INCORPORATION

RASKAS ACQUISITION SUBSIDIARY, INC.

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporation certifies the following:

FILED AND CERTIFICATE
ISSUED
DEC 15 1987

By D. Blunt
CORPORATION DEPT. SECRETARY OF STATE
CORPORATION DEPT. SECRETARY OF STATE

1. The name of the Corporation is RASKAS ACQUISITION SUBSIDIARY, INC. (Corporation # 307875). The name under which the Corporation was originally organized was RASKAS ACQUISITION SUBSIDIARY, INC.
2. An Amendment to the Corporation's Articles of Incorporation was adopted by the shareholders on December 10, 1987.
3. Article One is amended to read as follows:

ARTICLE ONE

The name of the Corporation is: Nauvoo Cheese Company.

4. Article Eight is hereby deleted and the following is added in lieu thereof to read as follows:

ARTICLE EIGHT

A. Definitions. When used in this Article Eight the following terms shall have the meaning hereinafter ascribed to them:

(1) Affiliate means any existing or subsequently created corporation at least the majority of whose securities having voting power for the election of directors are owned by the Corporation or any existing or subsequently created corporation which at any time may own the majority of the Corporation's

securities having voting power for the election of directors.

(2) Agreement with the Former Shareholders means certain agreements dated February 22, 1978 between LS and R Properties, Inc., Pioneer Equipment Co. and Raskas Dairy, Inc. and certain former shareholders of such corporations relative to the purchase by such corporations of the shares of stock of such corporations owned by the Former Shareholders (such agreements being collectively referred to as the "Agreement with the Former Shareholders").

(3) Buy/Sell Agreement means any agreement in effect among the Corporation and its shareholders relative to restrictions on disposition of, and the Corporation's obligation to purchase, the Corporation's Stock.

(4) Former Shareholders means certain former shareholders of the corporations designated in the preceding paragraph (2) whose shares of stock were sold pursuant to the Agreement with the Former Shareholders.

(5) Subsidiary means any existing or subsequently created corporation at least the majority of whose securities having voting power for the election of directors are at the time in question owned by the Corporation and/or one or more of the Corporation's other Subsidiaries.

B. Director Unanimity Requirement. So long as there has been no foreclosure under a certain collateral pledge agreement entered into by Raskas Dairy, Inc. (and certain Affiliates) dated February 22, 1978 with the Former Shareholders, (i) the presence of all directors at any meeting of directors shall constitute a quorum of the Board of Directors, and (ii) none of the following corporate actions shall be authorized by the

Board of Directors without the unanimous affirmative vote or written consent of all directors:

(a) The issuance of any capital stock or other securities of the Corporation, or the granting of any options, rights or warrants to purchase any class of stock or other securities of the Corporation, other than as may be required by the Agreement with the Former Shareholders;

(b) Any declaration or payment of any dividend with respect to any class of securities of the Corporation, or the authorization or making of any other distribution with respect to any security of the Corporation or the purchase, acquisition, redemption or retirement of (or the making of any commitment to purchase, acquire, redeem or retire) any security of the Corporation (other than in accordance with the Buy/Sell Agreement or the Agreement with the Former Shareholders);

(c) The entering into, amending, modifying, renewing or waiving of any or all of the provisions of, or the terminating or changing of, any agreements with regard to the Corporation: (i) in which any officer or director of the Corporation is directly or indirectly interested; or (ii) to which any such person (or any affiliate or immediate family member of such person) is a party;

(d) The employment and dismissal, or the establishment or change in the compensation, benefits or expense allowance of, any director or officer of the Corporation;

(e) The entering into of any agreement providing for, or the consummation of, the purchase or other acquisition by the Corporation of the securities or obligations (including

without limitation, capital stock, bonds, notes, warrants and debentures) of any person, firm, corporation or other entity involving an expenditure by the Corporation in excess of Ten Thousand Dollars (\$10,000.00) per transaction, except in the ordinary course of business;

(f) The entering into of any agreement providing for, the recommendation to the shareholders of, or the consummation of, a merger, consolidation, dissolution or liquidation involving the Corporation;

(g) The consummation of any recapitalization or reclassification of the shares of any class of securities of the Corporation, or the transfer by the Corporation of any shares of stock or other securities owned by the Corporation;

(h) The filing by the Corporation of a petition under any chapter of the Federal Bankruptcy Act or any other insolvency law of the United States, or of any state, or the commencement by the Corporation of any other proceeding for the relief of debtors; the making of a compromise with, or an assignment for the benefit of, the creditors of the Corporation; or the appointment of a trustee, receiver or custodian over a substantial part of the assets of the Corporation;

(i) The adoption or amendment of any plan for corporate charitable contributions;

(j) The guarantee, endorsement or contingent agreement to purchase or otherwise become contingently liable upon the obligation of any other person, firm, corporation or other entity in the aggregate amount in excess of One

Thousand Dollars (\$1,000.00), except by the endorsement of negotiable instruments for deposit or collection in the ordinary course of business;

(k) The creation, alteration or termination of any pension or profit sharing plan, stock purchase plan, medical expense reimbursement plan or similar plan covering, in whole or in part, any director or officer (or their relatives) of the Corporation or the termination of the employment arrangement of any officer of the Corporation;

(l) The voting (directly or by proxy) of any shares of stock owned by any Subsidiary of the Corporation;

(m) The election or removal of any officer of the Corporation;

(n) The adoption of, and any change in, the fiscal year of the Corporation; and

(o) The grant of authority for, exercise of any voting rights with respect to, or taking of any actions listed in items (a) through (n) above with regard to any Subsidiary.

5. Of the 1000 shares outstanding, 1000 of such shares were entitled to vote on such amendment.

The number of outstanding shares of any class entitled to vote thereon as a class were as follows:

<u>CLASS</u>	<u>NO. OF OUTSTANDING SHARES</u>
Common	1000

6. The number of shares voted for and against the amendment was as follows:

<u>CLASS</u>	<u>NO. VOTED FOR</u>	<u>NO. VOTED AGAINST</u>
Common	1000	-0-

7. This amendment does not change the number or value of any shares nor provide for the exchange, reclassification or cancellation of any shares nor a reduction of the number of authorized shares.

IN WITNESS WHEREOF, the undersigned, Heschel J. Raskas, Chairman of the Board, and Stanley I. Raskas, Secretary, have executed this instrument and affixed the corporate seal hereto and attested said seal on the 10th day of December, 1987.

RASKAS ACQUISITION SUBSIDIARY, INC.

Heschel J. Raskas
Heschel J. Raskas, Chairman of the Board

[SEAL]

ATTEST:

Stanley I. Raskas
Stanley I. Raskas, Secretary

STATE OF MISSOURI)
) SS
COUNTY OF ST. LOUIS)

I, Mary Keuhner, a Notary Public, do hereby certify that on this 10th day of December, 1987, personally appeared before me Heschel J. Raskas, who, being by me first sworn, declared that he is the Chairman of the Board of RASKAS ACQUISITION SUBSIDIARY, INC., that he signed the foregoing

document as Chairman of the Board of the Corporation, and that the statements therein contained are true.



Notary Public

My Commission Expires:

MARY KERCHNER

NOTARY PUBLIC OF MISSOURI

~~MY COMMISSION EXPIRES SEPT. 3, 1989~~

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