

9-21-99

RECORDATION  
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09-24-1999



101154438

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

SEP 21

To the Honorable Commissioner of Patents and Trademarks. Plea

1. Name of conveying party(ies):

LA FRONTERIZA, INC.

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

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

3. Nature of conveyance:

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

Execution Date: December 15, 1997

Name and address of receiving party(ies):

Name: TIA ROSA BAKERY OF OHIO, INC.

Internal Address: \_\_\_\_\_

Street Address: 6142 American Road

City: Toledo State Ohio ZIP: 43612

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

If assignee is not domiciled in the United States, a domestic representative designation is attached:

- Yes
  - No
- (Designation must be a separate document from Assignment)
- Additional name(s) & address(es) attached?  Yes  No

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

A. Trademark Application No(s).

B. Trademark registration No(s).

1,773,109  
1,393,460

Additional numbers attached?  Yes  No

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

Name: Russell N. Rippamonti  
Jenkins & Gilchrist, P.C.  
Internal Address: \_\_\_\_\_

Street Address: 1445 Ross Avenue, Ste. 3200

City: Dallas State: Texas Zip: 75202-2799

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.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: \_\_\_\_\_

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

09/23/1999 MTHAI1 00000337 1773109

DO NOT USE THIS SPACE

FC:481 40.00 OP  
FC:482 25.00 OP

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.

Russell N. Rippamonti  
Name of Person Signing

Russell N. Rippamonti  
Signature

Sept 20, 1999  
Date

Total number of pages comprising cover sheet: 6

**CORPORATE CERTIFICATE**  
**Relating To**  
**AMENDED ARTICLES**  
**OF**  
**LA FRONTERIZA, INC.**

100  
Date... 2-13-98  
Amount... 35.00  
98021324901

The undersigned, being the duly elected Chief Operating Officer of the above captioned Corporation, does hereby certify to the Secretary of State of the State of Ohio regarding the matters set forth hereinafter.

1. Corporate Resolution. The following resolution (the "Resolution") was properly adopted by unanimous written action of the shareholder and directors of the Corporation:

RESOLVED, that for the purpose of changing the name of the Corporation to "Tia Rosa Bakery of Ohio, Inc.", the Chief Operating Officer of this Corporation be, and is hereby authorized to execute and deliver, in the name and on behalf of this Corporation, substantially in the forms of the Amended and Restated Articles of Incorporation ("Amended Articles") presented to this meeting, and RESOLVED FURTHER that said Amended Articles shall supersede the existing Articles of Incorporation and amendments thereto in their entirety;

FURTHER RESOLVED, that the Chief Operating Officer of this Corporation be, and is hereby authorized to from time to time in the name and on behalf of this Corporation take such actions and execute and deliver such certificates, instruments, notices and documents as may be required or as such officer may deem necessary, advisable or proper in order to carry out and effect the corporate name change as contemplated by the Amended Articles, all such actions to be performed in such manner, and all such certificates, instruments, notices and documents to be executed and delivered in such form, as the officer performing or executing the same may approve, the performance of such actions thereof by such officer to be conclusive evidence of the approval thereto by such officer and by the Board of Directors and the sole shareholder;

FURTHER RESOLVED, that the Chief Operating Officer of this Corporation is hereby directed to file with the official records of this Corporation the forms of documents described herein presented to this meeting;

FURTHER RESOLVED, that the Chief Operating Officer of this Corporation is hereby authorized to certify and deliver to the Ohio Secretary of State a true copy of the foregoing Resolutions.

2. Manner of Adoption of Resolution. The Resolution was properly adopted on December 15, 1997, by unanimous written action of the sole shareholder and directors in

accordance with statute. The number of shares outstanding at the time of adoption was 100, and the number of these shares entitled to vote was 100. The number of shares voting in favor of the Resolution was 100, and the number of shares voting against the Resolution was zero. The vote of the directors was all in favor and none opposed.

This officer's certificate is issued as of the 15<sup>th</sup> day of December, 1997, pursuant to the requirements of Chapter 1701.73 of the Revised Code of the State of Ohio.

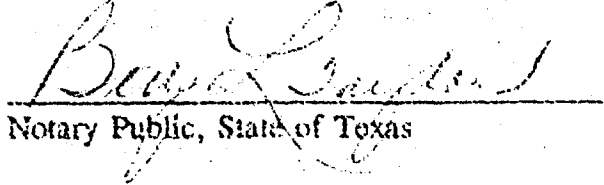
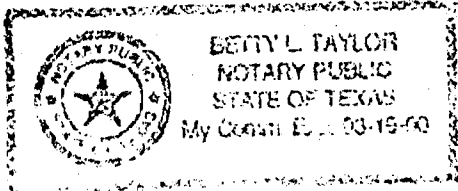


Charles McLaughlin,  
Chief Operating Officer of  
La Fronteriza, Inc.

THE STATE OF TEXAS        )  
  ) ss.  
COUNTY OF Dallas        )

BEFORE ME, a notary public, on this day personally appeared Charles McLaughlin, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 15<sup>th</sup> day of December, 1997.

  
Notary Public, State of Texas

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12/11/97:da

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LA FRONTERIZA, INC.**

**FIRST:** The name of the Corporation shall be TIA ROSA BAKERY OF OHIO, INC.

**SECOND:** The place where its principal office is to be located is in Toledo, Lucas County, Ohio.

**THIRD:** The purposes for which the Corporation is formed are:

(a) To manufacture, distribute, warehouse, purchase or otherwise acquire, sell, assign and transfer, exchange or otherwise dispose of, and to invest, trade, deal in or deal with food and food products, goods, wares and merchandise and personal property of every class and description.

(b) To purchase and otherwise acquire, hold, own, mortgage, pledge, sell, transfer, and in any manner dispose of, and deal in and with, real property, investments, securities, goods, wares, merchandise and other personal property of any and every class and description, and wherever situated, and doing any and all things necessary or incident thereto.

(c) To purchase, acquire, hold, mortgage, pledge, hypothecate, exchange, sell and otherwise deal in personal property and real property of every kind and description whatever and wheresoever situated, and any interest therein.

(d) To engage in any other lawful act or activity for which corporations may be formed under Section 17.01.01 to 17.01.98, inclusive, of the Ohio Revised Code.

The Corporation reserves the right, at any time and from time to time, substantially to change its purposes, in the manner now or hereafter permitted by statute. Any change of the purposes of the Corporation, authorized or approved by the holders of shares entitling them to exercise the proportion of the voting power of the Corporation now or hereafter required by statute, shall be binding and conclusive upon each and every shareholder of the Corporation as fully as if such shareholder had voted therefor.

**FOURTH:** The number of shares which the Corporation is authorized to have outstanding is One Thousand (1,000) shares of common stock, without par value.

Shares which are not issued pursuant to subscriptions taken by the Incorporators may be issued or agreed to be issued at any time and from time to time for such consideration or consideration as may be fixed by the Board of Directors. Any shares so issued, the

consideration for which as fixed by the Incorporators or by the Board of Directors, has been paid or delivered, shall be fully paid and non-assessable.

FIFTH: (intentionally omitted)

SIXTH: The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, and, if any, what part of its surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and, without action by the shareholders, to use and apply such surplus, or any part thereof at any time or from time to time, in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or the Corporation, or other securities of the Corporation, to such extent or amount and in such manner and upon such terms as the Board of Directors shall deem expedient

SEVENTH: No holder of shares of the Corporation shall have any preemptive right to subscribe for or to purchase any shares of the Corporation of any class whether such shares or such class be now or hereafter authorized.

EIGHTH: The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and the selling shareholder or shareholders.

NINTH: Notwithstanding any provision of the Ohio Revised Code, now or hereafter in force, requiring for any purpose the vote or consent of the holders of shares entitling them to exercise two-thirds of the voting power of the Corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute, may be taken by the vote or consent of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or shares thereof.

TENTH: A director of this Corporation shall not be disqualified by his office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction or contract or act of this Corporation be void or voidable or in any way affected or invalidated by reason of the fact that any director, or any firm of which any director is a member, shareholder or director, is in any way interested in such transaction or contract or act, provided the fact that such director or such firm or such corporation is so interested shall be disclosed or shall be known to the Board of Directors at which action upon any such contract or transaction or act shall be taken; nor shall any such director be accountable or responsible to the Corporation for or in respect to any such transaction or contract or act of this Corporation or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder or director is interested in such transaction or contract or act; and any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize or take action in respect to any such

contract or transaction or act, and may vote thereat to authorize, ratify or approve any such contract or transaction or act, with like force and effect as if he or any firm of which he is a member or any corporation of which he is a shareholder or director were not interested in such transaction or contract or act.

Signed at Carrollton, Texas, this 15<sup>th</sup> day of December, 1997.

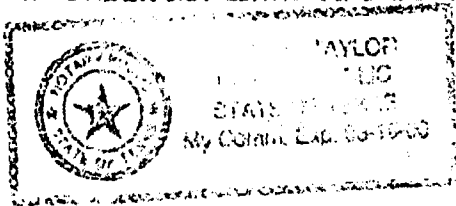
*Charles McLaughlin*

Charles McLaughlin  
Chief Operating Officer of  
La Fronteriza, Inc.

THE STATE OF TEXAS        )  
  ) ss.  
COUNTY OF TARRANT        )

BEFORE ME, a notary public, on this day personally appeared Charles McLaughlin, known to me to be the person whose name is subscribed to the foregoing document and, being by me first duly sworn, declared that the statements therein contained are true and correct.

GIVEN UNDER MY HAND AND SEAL OF OFFICE, this 15<sup>th</sup> day of December, 1997.



*[Signature]*  
Notary Public, State of Texas

My commission expires:

3-19-00

DEE\JPL\BIMAMEND.OH1  
12/11/97:da