

TRAJ

09-29-1999

Patent and Trademark Office

To the Honorable Commissioner of Patents and

nal documents or copy thereof.

1. Name of conveying party(ies):

101157712

101157712

Name of receiving party(ies):

Agway Consumer Products, Inc.

Name: Agway, Inc.Street Address: P.O. Box 4933City: Syracuse State: NY ZIP: 13221

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State of Delaware
☐ Other _____

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State Delaware
☐ Other _____

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

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: June 26, 1999If 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) and address(es) attached? ☐ Yes ☒ No

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

A. Trademark Application No.(s)

B. Trademark No.(s)

75/594,005Additional Numbers attached? ☐ Yes ☒ No

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

Name: Kevin D. McCarthyHodgson, Russ, Andrews, Woods & Goodyear, LLPInternal Address: Intellectual Property Law SectionStreet Address: One M&T Plaza, Suite 2000City: Buffalo State: NY ZIP: 14203-2391

09/28/1999 DWGUYEN 00000196 75594005

6. Total number of applications and registrations involved: 1/17. Total fee (37 CFR 3.41)..... \$40.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

08-2442

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

01 FC:481

40.00 OP

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.*Kevin D. McCarthy, Reg. No. 35,278

Name of Person Signing

Signature

September 22, 1999

Date

Total number of pages including cover sheet, attachments and document:

6

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

JUN 25 1999

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:

"AGWAY CONSUMER PRODUCTS, INC.", A DELAWARE CORPORATION,
WITH AND INTO "AGWAY, INC." UNDER THE NAME OF "AGWAY, INC.",
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE
OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE
TWENTY-FOURTH DAY OF JUNE, A.D. 1999, AT 10:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SIXTH DAY OF
JUNE, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

0606001 8100M

991256001

AUTHENTICATION: 9827559

DATE: 06-24-99

TRADEMARK

REEL: 001966 FRAME: 0592

CERTIFICATE OF MERGER

MERGING

AGWAY CONSUMER PRODUCTS, INC.

INTO

AGWAY, INC.

**(Pursuant to Section 251 of the
General Corporation Law
of the State of Delaware)**

Agway, Inc., a Delaware corporation (the "Corporation"), hereby certifies that:

FIRST: The name and state of incorporation of each of the domestic corporations or other business entities which are to merge (the "Constituent Entities") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Agway, Inc.	Delaware
Agway Consumer Products, Inc.	Delaware

SECOND: A plan and agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the requirements of Section 251(f) of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Agway, Inc.

FOURTH: The certificate of incorporation of Agway, Inc., a Delaware corporation, the surviving corporation, shall be the certificate of incorporation of the surviving corporation.


FIFTH: The executed plan and agreement of merger is on file at the principal place of business of the surviving corporation. The address of the principal place of business of the surviving corporation is Agway, Inc., 333 Butternut Drive, Dewitt, New York 13214.

SIXTH: A copy of the plan and agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the Constituent Entities.

SEVENTH: The merger shall be effective at 5:00 p.m., Eastern Daylight Savings Time, June 26, 1999.

IN WITNESS WHEREOF, Agway, Inc. has caused this Certificate to be signed by Donald P. Cardarelli, its authorized officer, this 23rd day of June, 1999.

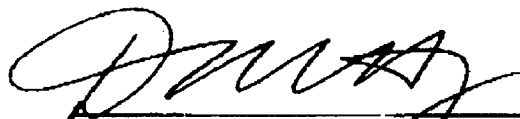
AGWAY, INC.

By: 
Name: Donald P. Cardarelli
Title: President & CEO

**CERTIFICATE OF SECRETARY OF
AGWAY, INC.**

I, David M. Hayes, Secretary of Agway, Inc. (the "Company"), hereby certify that the plan and agreement of merger referred to in the Certificate of Merger to which this Certificate is attached was adopted by the Board of Directors of the Company without a vote of the stockholders of the Company in accordance with Section 251(f) of the General Corporation Law of the State of Delaware, and (1) that the plan and agreement of merger does not amend in any respect the certificate of incorporation of the Company as heretofore amended, (2) that each share of the capital stock of the Company outstanding immediately prior to the effective date of the merger to be effected pursuant thereto is to be an identical outstanding or treasury share of the Company after the effective date of such merger, and (3) that no shares of the common stock of the Company, or securities convertible into shares of common stock of the Company, are to be issued pursuant to the plan and agreement of merger.

WITNESS MY HAND AND SEAL of Agway, Inc., this 23rd day of June 1999.



David M. Hayes, Secretary

CERTIFICATION

I, Christine M. Stilwell, Assistant Secretary of Agway, Inc., do hereby
certify that the attached is a true copy of the following document:

Certificate of Merger Merging Agway Consumer Products, Inc. into
Agway, Inc. effective June 26, 1999

WITNESS my signature and the seal of this Corporation this 14th day of
September 1999.

Christine M. Stilwell

Assistant Secretary