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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

OCT 7

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

1. Name of conveying party(ies):
BIMAR FOODS DISTRIBUTION CORP.

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

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

2. Name and address of receiving party(ies):
Name: **BIMBO BAKERIES USA, INC.**

Internal Address: _____

Street Address: **7301 South Freeway**

City: **Fort Worth** State **Texas** ZIP: **76134**

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: **August 10, 1999**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of Delaware
 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).

2,094,086
2,094,085

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)

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.

Russell N. Rippamonti *Russell Rippamonti* **Sept 20, 1999**
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 3

10/08/1999 NYTHA11 00000267 2094086
 01 FC:481 40.00 OP
 02 FC:482 25.00 OP
 Dallas2 617776 v 1, 44384.000002

TRADEMARK
REEL: 001973 FRAME: 0266

Office of the Secretary of State

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 AMENDMENT OF "BIMAR FOODS DISTRIBUTION CORP.", CHANGING ITS NAME FROM "BIMAR FOODS DISTRIBUTION CORP." TO "BIMBO BAKERIES USA, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF AUGUST, A.D. 1999, AT 3:14 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TENTH DAY OF AUGUST, 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

2343611 8100

991324017

AUTHENTICATION: 9907812

DATE: 08-06-99

TRADEMARK

| REEL: 001973 FRAME: 0267

**CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

BIMAR FOODS DISTRIBUTION CORP.

A corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

FIRST: That at a special meeting of the Board of Directors of Bimar Foods Distribution Corp. (the "Corporation"), resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of the Corporation, declaring such amendment to be advisable and directed that the amendment be presented to the shareholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the Corporation be amended, effective as of August 10, 1999, by changing the name of the Corporation from Bimar Foods Distribution Corp. to Bimbo Bakeries USA, Inc., so that, as amended, the First Article of the Certificate of Incorporation shall be and read as follows:

"FIRST: The name of the corporation (hereinafter called the "Corporation") is Bimbo Bakeries USA, Inc."

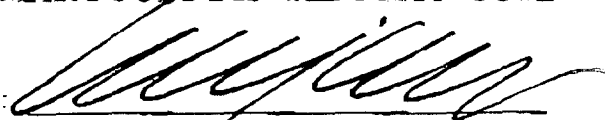
SECOND: That pursuant to the resolution of the Board of Directors, the sole shareholder of the Corporation, by written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware, approved this amendment.

THIRD: That this amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

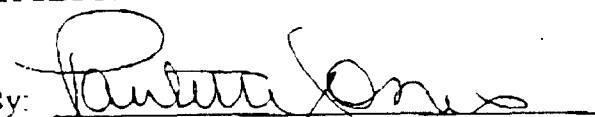
FOURTH: That this amendment be effective as of August 10, 1999.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by Juan Muldoon, its President, and attested to by Paulette Jones, its Secretary, this 2nd day of August, 1999.

BIMAR FOODS DISTRIBUTION CORP.

By: 
Juan Muldoon, President

ATTEST:

By: 
Paulette Jones, Secretary

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