

10-20-1999

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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

10-15-99

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New**
- Resubmission (Non-Recordation)**
Document ID #
- Correction of PTO Error**
Reel # Frame #
- Corrective Document**
Reel # Frame #

Conveyance Type

- Assignment** **License**
- Security Agreement** **Nunc Pro Tunc Assignment**
- Merger** Effective Date
Month Day Year
- Change of Name**
- Other**

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association

Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

10/20/1999 10:41 AM 40.00

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK
REEL: 001975 FRAME: 0973

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Janet A. Marvel

Name of Person Signing

Signature

October 11, 1999

Date Signed

RESTATED CERTIFICATE OF INCORPORATION

SHURFINE-CENTRAL CORPORATION, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Shurfine-Central Corporation (the "Corporation"), under which name the Corporation was originally incorporated. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on December 3, 1963.

2. This Restated Certificate of Incorporation amends, restates and integrates the provisions of the Certificate of Incorporation of this Corporation. This Restated Certificate of Incorporation has been duly adopted and approved by the Board of Directors and stockholders of the Corporation pursuant to Sections 242 and 245 of the Delaware General Corporation Law.

3. The text of the Certificate of Incorporation of this Corporation is hereby amended, restated and integrated to provide in its entirety as follows:

FIRST. The name of this Corporation is Shurfine International, Inc. ("the Corporation").

SECOND. The principal office and place of business of the Corporation in the State of Delaware is located at 1013 Centre Road, in the City of Wilmington, County of New Castle. The agent in charge thereof is Corporation Service Company.

THIRD. The purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. (a) The total number of shares that the Corporation is authorized to issue is 190,200 shares, of which 200 shares of the par value of \$1,000 each, amounting to \$200,000, are Class A voting stock; 90,000 shares of the par value of \$100 each, amounting to \$9,000,000, are Class B non-voting stock; and 100,000 shares of the par value of \$100 each, amounting to \$10,000,000, are Class C non-voting stock.

(b) Except to the extent otherwise provided by law, all voting power shall be vested solely in the holders of Class A stock. With respect to the voting of Class A stock, and with respect to the voting of Class B and Class C stock in any instance where voting by such class shall be required by law, each stockholder shall be entitled to one vote for each share of stock standing in such stockholder's names on the books of the Corporation.

(c) (i) Ownership of shares of Class A stock shall be limited to firms that purchase products from the Corporation for resale and are approved for membership by a vote of two-thirds of the whole Board of Directors. Ownership of Class B and Class C shares shall be limited to firms that own Class A shares.

(ii) No person, partnership, corporation, or other legal or business entity may directly or indirectly own, control, or vote more than one share of Class A stock in the Corporation. Each owner of a share of Class A stock shall be deemed thereby to hold a license to purchase from the Corporation and to resell, in accordance with such reasonable conditions as are established by the Bylaws of the Corporation or are otherwise authorized by law, all products regularly handled by the Corporation (including products distributed under brand names or trademarks owned or controlled by the Corporation, either directly or through franchises or licenses granted to it).

(iii) The number of shares of Class B stock to be held by each Class A stockholder shall be set forth in a plan adopted by the whole Board of Directors. The plan shall be based on aggregate annual purchases by all distribution centers, divisions and subsidiaries controlled by the Class A stockholder. Products shipped to distribution centers, divisions and subsidiaries of a Class A stockholder shall be sold and invoiced to that stockholder, which shall be responsible for payment to the Corporation. Following the end of the Corporation's fiscal year, each Class A stockholder shall also subscribe and pay for such number of additional shares of Class B stock, if any, as may be required by the plan adopted by the Board of Directors. The plan shall provide that the number of additional shares of Class B stock to be purchased by each Class A stockholder shall be increased as the stockholder's annual volume of purchases from the Corporation increases, subject to such maximum number, if any, as the Board of Directors, in its sole discretion, shall designate.

(iv) The price to be paid from time to time for each share of Class B stock shall be the same as the last price established by the Board of Directors for the redemption or purchase by the Corporation of its shares of Class B stock in accordance with Article FOURTH (f).

(v) The Board of Directors may adopt a plan under paragraph (e)(ii) of this Article that provides for a portion of the patronage distributions referred to in this FOURTH Article to be paid in Class C shares. Those shares shall be issued only at par value. The Board of Directors may, in its sole discretion, compel the redemption of all or a portion of the Class C shares outstanding, and any redemption also shall be only at par value. Except upon the termination of a Class A stockholder from the Corporation, any partial redemption of Class C shares shall be on a pro rata basis among all holders of those shares. Notice of redemption shall be given in accordance with paragraph (f) of this Article.

(d) No shares of any class of the Corporation shall be pledged, mortgaged, hypothecated, sold, assigned or transferred without the prior written consent of the whole Board of Directors. In the event the Board refuses to consent to any sale, transfer or assignment of shares, the Corporation shall have the right and shall be obligated to purchase those shares from its owner. In the case of Class A and Class C shares, the price to be paid by the Corporation shall be the par value. In the case of Class B shares, the price shall be the price most recently determined by the Board of Directors as the price to be paid by the Corporation in redemption of, or to the Corporation upon the issuance of, Class B stock, pursuant to Article FOURTH (f).

(e)(i) No dividends shall ever be declared on any class of the Corporation's shares.

(ii) The Corporation shall distribute not less frequently than annually to Class A stockholders, on a patronage basis, taking into account the quantity or value of business done with the Corporation, with each separate division or patronage allocation unit of the Corporation, or with respect to each category of sales established on the books of the Corporation, with or for each Class A stockholder, the net savings and overcharges effected by or resulting from the operations of the Corporation, the operations of each division thereof, or the operations conducted by the Corporation with respect to each such category of sales; provided, however, that in the case of any amount which would otherwise be eligible for distribution in the foregoing manner, the Board of Directors may set aside therefrom for retention by the Corporation such reasonable reserves, if any, as the Board shall determine to be appropriate for the purpose of insuring the safety and welfare of the Corporation and for the purpose of providing for the expectancy of any losses or contingencies.

(iii) The Corporation may sell, on a non-patronage basis, to firms not owning Class A shares; but any non-patronage customer in the United States must be approved by a two-thirds vote of the whole Board of Directors if it will resell any products bearing the Corporation's trademarks or brand names. All non-patronage sales shall be made only upon the terms and conditions, and subject to the restrictions and limitations, as may be imposed by the Bylaws or by resolution of the Board of Directors. The Board of Directors shall retain the right to terminate the buying privileges of any non-patronage customer upon the giving not less than thirty days written notice of termination.

(f) The Corporation may, at the option of two-thirds of the full Board of Directors, compel the redemption of all or any part of the outstanding Class B shares at any time by paying for each share the price, not less than par value, determined from time to time by the Board of Directors. Notice of any election to redeem shall be mailed to each holder of Class B shares at the address appearing on

the books of the Corporation not less than thirty (30) days prior to the redemption date. In case less than all of the outstanding Class B shares are to be redeemed, the amount to be redeemed and the method of effecting such redemption, whether by lots or pro rata or otherwise, may be determined by the whole Board of Directors. The Corporation also may, at the option of the Board of Directors, at any time, purchase from any holder of Class B shares, all or any portion of the shares held at the price last established by the Board of Directors for the redemption of the shares of Class B stock.

(g) In the event of any liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, the net assets of the Corporation shall be distributed among the holders of Class A shares in accordance with the proportion which the total par value of all shares of all classes held by each shareholder bears to the total par value of all shares of all classes then issued and outstanding, with no priority or preference being allotted to any class of shares for this purpose.

(h) No stockholder shall, by reason of holding shares of any class, have any pre-emptive or preferential right to purchase or subscribe to any shares of any class, now or hereafter to be authorized, or any notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, other than such rights, if any, as the full Board of Directors by a two-thirds vote, in its discretion from time to time may grant, and at such price as the whole Board of Directors in its discretion may fix; and the whole Board of Directors may issue shares of any class, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing stockholders of any class.

(i) The Corporation shall have a first lien upon all shares of all classes held by any stockholder, and on all unpaid patronage refunds and notices of allocation, to secure any indebtedness payable to the Corporation by such holder, and no sale or transfer of any such stock may be made until all such indebtedness to the Corporation shall have been fully paid and satisfied.

(j) Compliance with the terms of Paragraphs (b) through (i) of this Article Fourth shall be construed as a condition precedent to the continued ownership or transfer of all shares of stock issued by the Corporation, and notice of said provisions shall be conspicuously noted or stated on every certificate of stock issued by the Corporation.

FIFTH. The minimum amount of capital with which the Corporation will commence business is \$1,000.

SIXTH. This corporation is to have perpetual existence.

SEVENTH. The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever.

EIGHTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized:

To make, alter, amend and repeal the Bylaws;

To set apart, out of any of the available funds of the Corporation, a reserve or reserves for any proper purpose and to alter or abolish any such reserve; to authorize and cause to be executed mortgages and liens upon the property and franchises of this Corporation;

To designate, by resolution passed by a majority of the whole Board, such special committees, each to consist of two or more Directors, as the Board of Directors shall from time to time deem desirable, and to discontinue the same at the pleasure of the Board, which committees, to the extent provided in such resolution or in the Bylaws of the Corporation, shall perform such duties, not inconsistent with law, as may be assigned to them by the Board;

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this Corporation, or any of them other than the stock ledger, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the Directors or of the stockholders;

To sell, lease, or exchange all of the Corporation's property and assets, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, when and as authorized by the affirmative vote of the holders of a majority of the Class A stock issued and outstanding at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority for the Class A stock issued and outstanding.

The Corporation may, in its Bylaws, confer powers additional to the foregoing upon the Directors, in addition to the powers and authorities expressly conferred upon them by law.

NINTH. (a) The stockholders and Directors shall have power to hold their meetings, to have an office or offices and to keep the books, documents and papers of the Corporation outside of the State of Delaware at such places as may be from time to time designated by the Bylaws or by resolution of the stockholders or directors, except as otherwise required by the laws of the State of Delaware.

(b) Stockholders may elect Directors by voice vote or by a show of hands.

TENTH. This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on officers, directors, and stockholders herein are granted subject to this reservation.

ELEVENTH. (a) A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the Director derived an improper personal benefit.


(b) If the General Corporation Law of the State of Delaware is amended after approval of this Article by the stockholders to authorize the further elimination or limitation of the liability of Directors, unless otherwise provided in the Bylaws, the liability of Directors shall be eliminated or limited to the full extent authorized by the General Corporation Law of the State of Delaware, as so amended.

(c) Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

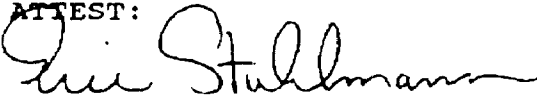
IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed under the seal of the Corporation, this 31st day of July, 1994.

SHURFINE-CENTRAL CORPORATION

By:


Paul T. Jasper, President

ATTEST:



Eric Stuhlmann, Secretary

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 RESTATED CERTIFICATE OF "SHURFINE-CENTRAL CORPORATION", CHANGING ITS NAME FROM "SHURFINE-CENTRAL CORPORATION" TO "SHURFINE INTERNATIONAL, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF AUGUST, A.D. 1994, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

AUTHENTICATION:

0604720 3100

DATE: 7261430

944188762

RECORDED: 10/15/1999

TRADEMARK
REEL: 001975 FRAME: 0981