

11-02-1999

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FORM PTO-1594 (Modified)
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

MRD
10-25-99

REC



101189466

Attorney Docket No.: 7565-GM

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

1. Name of conveying party(ies):

Keystone Foods Corporation



10-25-1999

U.S. Patent & TMO/TM Mail Rcpt Dt: #30

Name and address of receiving party(ies):

Keystone Foods LLC
401 City Avenue, Suite 800
Bala Cynwyd, PA 19004

3. Nature of conveyance:

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

Execution Date: August 31, 1999

- Individual(s) citizenship:
- Association:
- General Partnership:
- Limited Partnership:
- Corporation-State:
- Other: **limited liability company of Delaware**

If assignee is not domiciled in the U.S.A., a domestic representative designation is attached: Yes; No

(Designations must be a separate document from Assignment)

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

A. Trademark Application No.(s):

- 75/501,498
- 75/629,836
- 75/691,968
- 75/693,384
- 75/757,447

B. Trademark Registration No.(s):

- 1,698,455
- 2,084,795

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

Jay K. Meadway
AKIN, GUMP, STRAUSS, HAUER & FELD, L.L.P.
One Commerce Square
2005 Market Street, 22nd Floor
Philadelphia, PA 19103-7086
Telephone: 215-965-1200
Facsimile: 215-965-1210
E-Mail: jmeadway@akingump.com

6. Total number of applications and registrations involved: [7]

7. Total fee (37 CFR 3.41) Cal. 1x \$40.00 = \$ **40.00**
6 x \$25.00 = \$ **150.00**

Authorized to be charged to deposit account \$190.00

8. Deposit account number: **50-1017**

11/02/1999 MTHAI1 00000007 501017 75501498

DO NOT USE THIS SPACE

01 FC:481 40.00 CH
02 FC:482 150.00 CH

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.

Jay K. Meadway
Name of Person Signing

Jay K. Meadway
Signature

10/22/99
Date

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

OMB No. 0651-0011 (exp 4/94)

TRADEMARK
REEL: 001983 FRAME: 0710



10-25-1999

U.S. Patent & TMOtc/TM Mail Ropt Dt. #30

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 MERGER, WHICH MERGES:

"KEYSTONE FOODS CORPORATION", A DELAWARE CORPORATION, WITH AND INTO "KEYSTONE FOODS LLC" UNDER THE NAME OF "KEYSTONE FOODS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF AUGUST, A.D. 1999, AT 12:30 O'CLOCK P.M.

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



Edward J. Freel

Edward J. Freel, Secretary of State

3088910 8100M

AUTHENTICATION: 9949254

991364715

DATE: 08-31-99

TRADEMARK
REEL: 001983 FRAME: 0711

CERTIFICATE OF MERGER
OF
KEYSTONE FOODS CORPORATION
INTO
KEYSTONE FOODS LLC

The undersigned limited liability company organized and existing under and by virtue of the Delaware Limited Liability Company Act,

DOES HEREBY CERTIFY:

FIRST: That the name and state of formation or incorporation of each of the constituent entities of the merger is as follows:

NAME	STATE OF FORMATION/INCORPORATION
Keystone Foods LLC, a Delaware limited liability company	Delaware
Keystone Foods Corporation, a Delaware corporation	Delaware

SECOND: That an Agreement and Plan of Reorganization 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 264 of the General Corporation Law of Delaware and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: That the name of the surviving entity of the merger is Keystone Foods LLC.

FOURTH: That the Certificate of Formation of Keystone Foods LLC, the Delaware limited liability company which will survive the merger, shall be the Certificate of Formation of the surviving entity.

FIFTH: That a copy of the executed Agreement and Plan of Reorganization is on file at the principal office of the surviving entity, the address of which is 401 City Avenue, Suite 800, Bala Cynwyd, PA 19004.

SIXTH: That a copy of the Agreement and Plan of Reorganization will be furnished by the surviving company on request and without cost to any stockholder or member of any constituent entity.

SEVENTH: That this Certificate of Merger shall be effective on August 31, 1999.

Dated: August 31, 1999

KEYSTONE FOODS LLC

By: Keystone Foods Holding Company, Inc.,
Sole Member

By:


John J. Coggins, Vice President

TRADEMARK