

11-08-1999

FORM PTO-

1443-5002



101194152

U.S. DEPARTMENT OF COMMERCE
PATENT AND TRADEMARK OFFICE

To the Honorable Con

Attached original documents or copy thereof.

1. Name of conveying party(ies):
Continental Grain Company

11-2-99

11-02-1999

U.S. Patent & TMO/c/TM Mail RcptDt #31

Name and address of receiving party(ies):

: ContiGroup Companies, Inc.

Legal Address:

Street Address: 277 Park Avenue

City: New York State: NY Zip: 10172

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State 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

If 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) & address(es) attached? Yes No

Execution Date: August 1, 1999

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

A. Trademark Application No.(s)
75/546.477

B. Trademark registration No.(s)
1,094,664
1,114,633

Additional numbers attached: Yes No

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

Name: James R. Sweeney
Internal Address: Lee, Mann, Smith, McWilliams, Sweeney & Ohlson
Street Address: P.O. Box 2786
City: Chicago State: Illinois Zip: 60690-2786

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 90.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

12-0913

(Attach duplicate copy of this form 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.

James R. Sweeney

Name of Person Signing

Date

10/29/99

Total number of pages comprising cover sheet 12

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

11/05/1999 MTHA11 00000298 75546477

01 FC:481

40.00 OP

02 FC:482

50.00 OP

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

(ContiGroup)

Name Change for Trademarks



11-02-1999

U.S. Patent & TMO/c/TM Mail RcptDt. #31

Please acknowledge receipt of the enclosed:

Serial No.:

Filing Date:

certificate of mailing,
Trademark cover sheet,
copy of name change document,
check No. 36200 for \$90.00,
return postcard.

Due Date (If Any):

Date Sent: October 29, 1999 kk

I hereby certify that the correspondence is being deposited with the United States Postal Service as first class mail in an envelope with sufficient postage addressed to:

Assistant Commissioner for Trademarks,
2900 Crystal Drive, Arlington VA 22202-3513, on the date indicated below:

Date: October 29, 1999

BY *[Signature]*

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 CORRECTION OF "CONTI GROUP COMPANIES INC.", CHANGING ITS NAME FROM "CONTI GROUP COMPANIES INC." TO "CONTIGROUP COMPANIES, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF AUGUST, A.D. 1999, AT 4:30 O'CLOCK P.M.



Edward J. Freel, Secretary of State

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AUTHENTICATION: 9913491

DATE: 08-10-99

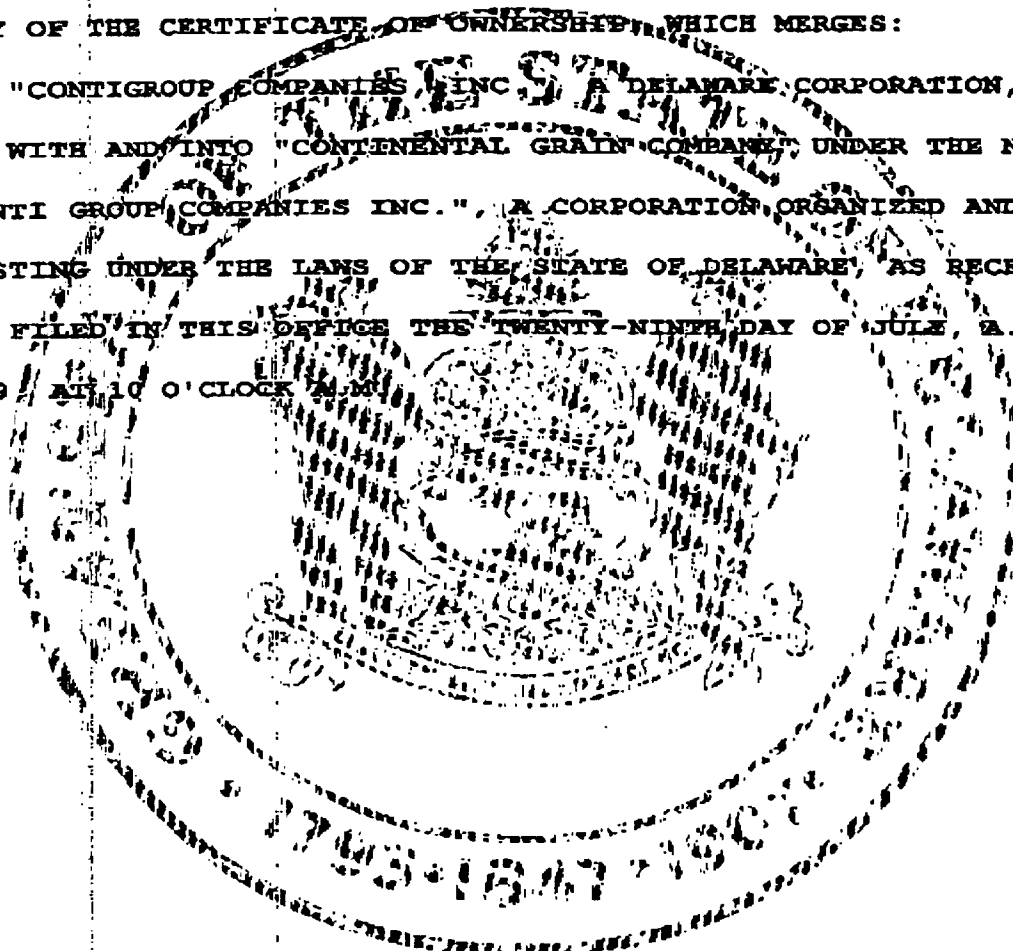
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State of Delaware
Office of the Secretary of State

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 OWNERSHIP, WHICH MERGES:

"CONTIGROUP COMPANIES, INC.," A DELAWARE CORPORATION, WITH AND INTO "CONTINENTAL GRAIN COMPANY," UNDER THE NAME OF "CONTI GROUP COMPANIES INC.," A CORPORATION, ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF JULY, A.D. 1999 AT 10 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9900356

DATE:

08-03-99

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CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****CONTIGROUP COMPANIES, INC.****INTO****CONTINENTAL GRAIN COMPANY****PURSUANT TO SECTION 253 OF THE DELAWARE GENERAL
CORPORATION LAW**

Continental Grain Company, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY that:

1. The Corporation is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of ContiGroup Companies, Inc. ("CGC"), which is a business corporation of the State of Delaware.
3. On July 26, 1999, the Board of Directors of the Corporation, by unanimous written consent of its members, adopted the following resolutions to merge CGC into the Corporation:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation and Conti Group Companies Inc. ("CGC"), a wholly-owned subsidiary of the Corporation, be merged on the following terms and conditions (the "CGC Merger"):

- (a) The Corporation shall continue to be incorporated and duly organized under the laws of the State of Delaware. CGC shall be the merged corporation and its separate existence shall thereupon cease.
- (b) The effective date of the CGC Merger (the "Effective Time") shall be the later of 11:59 pm on July 31, 1999 or the date of filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.
- (c) Upon the CGC Merger becoming effective, the Corporation shall change its corporate name by changing Article I of its Restated Certificate of Incorporation to read as follows: First. The name of the Corporation is Conti Group Companies Inc.
- (d) At the Effective Time, except for the change to the Corporation's name described above, the Restated Certificate of Incorporation of the Corporation, as in

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effect immediately prior to the Effective Time, shall be the Restated Certificate of Incorporation of the Corporation, as the surviving corporation, until thereafter restated or amended in accordance with applicable law.

(e) At the Effective Time, except for the change to the Corporation's name described above, the By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall be the By-laws of the Corporation, as the surviving corporation, until thereafter amended or restated in accordance with applicable law.

(f) The officers and directors of the Corporation in office on the Effective Time shall remain in the same capacities as officers and directors of the Corporation, as the surviving corporation, until their successors have been duly elected and qualified.

(g) Upon the CGC Merger becoming effective, the Corporation, as the surviving corporation, shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of each of CGC and the Corporation.

(h) The Chairman, the Vice Chairman, any Senior Vice President and any Vice President (the "Designated Officers") of the Corporation shall be, and each of them hereby is, authorized to execute, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to attest to the execution of, a Certificate of Ownership and Merger of the Corporation and CGC, and the Designated Officers shall be, and each of them hereby is, authorized to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware.

(i) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the CGC Merger may be amended, and the CGC Merger may be terminated and abandoned, to the fullest extent permitted by law, by the Board of Directors of the Corporation at any time prior to the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

FURTHER RESOLVED, that the Designated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation or its subsidiaries, to take any action (including, without limitation, the payment of expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary or appropriate to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their taking thereof.

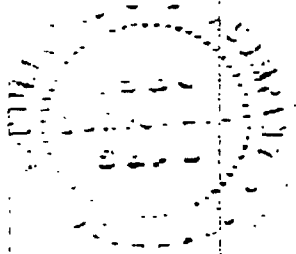
IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Paul J. Fribourg, its Chairman and CEO and attested by Lawrence G. Wepler, its Assistant Secretary, this 28th day of July, 1999.

CONTINENTAL GRAIN COMPANY

By: *Paul J. Fribourg*
Name: Paul J. Fribourg
Title: Chairman and CEO

Attest:

Lawrence G. Wepler
Name: Lawrence G. Wepler
Title: Assistant Secretary



STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:30 PM 08/04/1999
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CORRECTED CERTIFICATE OF OWNERSHIP AND MERGER

FOR CONTI GROUP COMPANIES INC.

PURSUANT TO SECTION 103 OF THE DELAWARE GENERAL

CORPORATION LAW

Conti Group Companies Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), files this Corrected Certificate of Ownership and Merger pursuant to Section 103 of the Delaware General Corporation Law and DOES HEREBY CERTIFY that:

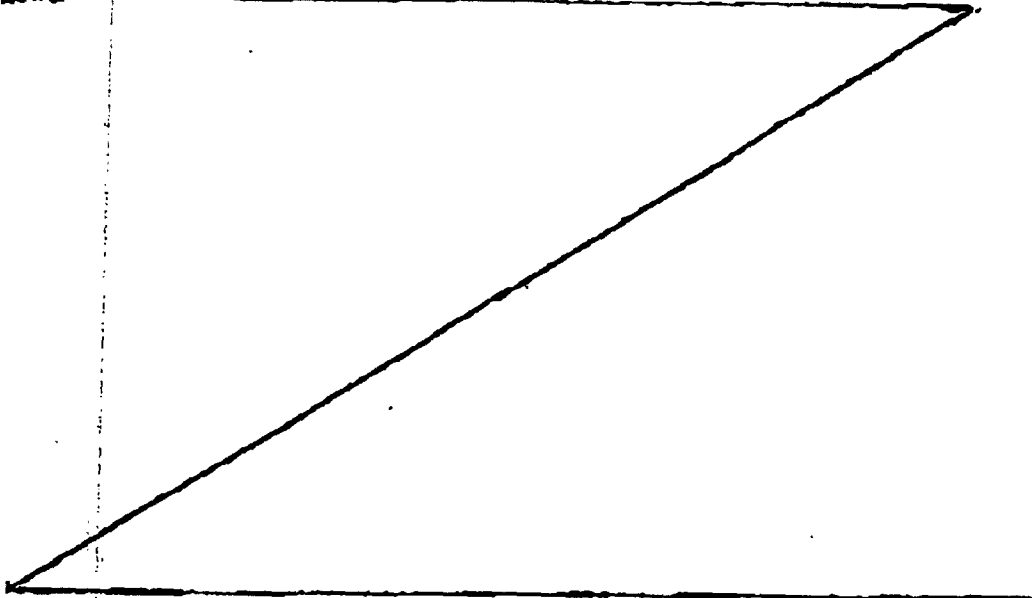
1. The name of the Corporation is Conti Group Companies Inc.

2. That a Certificate of Ownership and Merger was filed by the Secretary of State of Delaware on July 29, 1999 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.

3. The inaccuracy or defect of said Certificate to be corrected is as follows:

The name of the surviving corporation is inaccurately reflected in said Certificate of Ownership and Merger.

4. The Certificate of Ownership and Merger is corrected in its entirety to read as follows:



CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****CONTIGROUP COMPANIES, INC.****INTO****CONTINENTAL GRAIN COMPANY****PURSUANT TO SECTION 253 OF THE DELAWARE GENERAL
CORPORATION LAW**

Continental Grain Company, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY that:

1. The Corporation is a business corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the stock of ContiGroup Companies, Inc. ("CGC"), which is a business corporation of the State of Delaware.
3. On July 26, 1999, the Board of Directors of the Corporation, by unanimous written consent of its members, adopted the following resolutions to merge CGC into the Corporation:

RESOLVED, that, pursuant to Section 253 of the General Corporation Law of the State of Delaware, the Corporation and Conti Group Companies Inc. ("CGC"), a wholly-owned subsidiary of the Corporation, be merged on the following terms and conditions (the "CGC Merger"):

(a) The Corporation shall continue to be incorporated and duly organized under the laws of the State of Delaware. CGC shall be the merged corporation and its separate existence shall thereupon cease.

(b) The effective date of the CGC Merger (the "Effective Time") shall be the later of 11:59 pm on July 31, 1999 or the date of filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

(c) Upon the CGC Merger becoming effective, the Corporation shall change its corporate name by changing Article I of its Restated Certificate of Incorporation to read as follows: **FIRST**. The name of the Corporation is ContiGroup Companies, Inc.

(d) At the Effective Time, except for the change to the Corporation's name described above, the Restated Certificate of Incorporation of the Corporation, as in

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effect immediately prior to the Effective Time, shall be the Restated Certificate of Incorporation of the Corporation, as the surviving corporation, until thereafter restated or amended in accordance with applicable law.

(e) At the Effective Time, except for the change to the Corporation's name described above, the By-laws of the Corporation, as in effect immediately prior to the Effective Time, shall be the By-laws of the Corporation, as the surviving corporation, until thereafter amended or restated in accordance with applicable law.

(f) The officers and directors of the Corporation in office on the Effective Time shall remain in the same capacities as officers and directors of the Corporation, as the surviving corporation, until their successors have been duly elected and qualified.

(g) Upon the CGC Merger becoming effective, the Corporation, as the surviving corporation, shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of each of CGC and the Corporation.

(h) The Chairman, the Vice Chairman, any Senior Vice Presidents and any Vice President (the "Designated Officers") of the Corporation shall be, and each of them hereby is, authorized to execute, and the Secretary or Assistant Secretary of the Corporation is hereby authorized to attest to the execution of, a Certificate of Ownership and Merger of the Corporation and CGC, and the Designated Officers shall be, and each of them hereby is, authorized to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of Delaware.

(i) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the CGC Merger may be amended, and the CGC Merger may be terminated and abandoned, to the fullest extent permitted by law, by the Board of Directors of the Corporation at any time prior to the date of filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

FURTHER RESOLVED, that the Designated Officers be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation or its subsidiaries, to take any action (including, without limitation, the payment of expenses) and to execute (by manual or facsimile signature) and deliver all such further documents, contracts, letters, agreements, instruments, drafts, receipts or other writings that such officer or officers may in their sole discretion deem necessary or appropriate to carry out, comply with and effectuate the purposes of the foregoing resolutions and the transactions contemplated thereby and that the authority of such officers to execute and deliver any of such documents and instruments, including without limitation any modification, extension or expansion, and to take any such other action, shall be conclusively evidenced by their execution and delivery thereof or their acting thereof.

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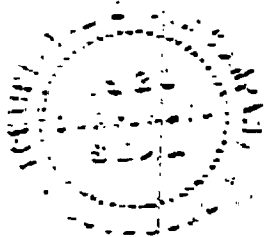
IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by Paul J. Fribourg, its Chairman and CEO and attested by Lawrence G. Weppler, its Assistant Secretary, this 28th day of July, 1999.

CONTINENTAL GRAIN COMPANY

By: *Paul J. Fribourg*
Name: Paul J. Fribourg
Title: Chairman and CEO

Attest:

Lawrence G. Weppler
Name: Lawrence G. Weppler
Title: Assistant Secretary



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IN WITNESS WHEREOF, the Corporation has caused this Corrected Certificate to be signed by Lawrence G. Wepler, its Vice President and General Counsel - Corporate, this 6th day of August, 1999.

Coati Group Companies Inc.

By: 
Name: Lawrence G. Wepler
Title: Vice President and
General Counsel - Corporate

SECRETARY'S CERTIFICATE

The undersigned, an Assistant Secretary of ContiGroup Companies, Inc., certifies that effective at 11:59 P.M. on July 31, 1999 (the "Effective Date"), Continental Grain Company merged its wholly owned subsidiary ContiGroup Companies, Inc. into itself and changed its name to ContiGroup Companies, Inc. The restated Certificate of Incorporation, the By-laws and the officers and directors of Continental Grain Company immediately prior to the Effective Date remain the re-stated Certificate of Incorporation, By-laws and the officers and directors of ContiGroup Companies, Inc. after the Effective Date. Attached hereto is a true and correct copy of the Corrected Certificate of Ownership and Merger filed with the Secretary of State of Delaware reflecting the merger and name change.


Assistant Secretary

