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U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



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

<p>1. Name of conveying party(ies):</p> <p><b>BIMBO BAKERIES OF CALIFORNIA, INC.</b></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation - State of <u>Delaware</u>  <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>BIMAR FOODS DISTRIBUTION CORP.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>7301 South Freeway</u></p> <p>City: <u>Fort Worth</u>                      State <u>Texas</u>                      ZIP: <u>76134</u></p> <p><input type="checkbox"/> Individual(s) citizenship  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State of <u>Delaware</u>  <input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached  <input type="checkbox"/> Yes                      <input type="checkbox"/> No  (Designation must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached?                      <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other</p> <p>Execution Date <u>August 8, 1999</u></p>	<p><input type="checkbox"/> Individual(s) citizenship  <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership  <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State of <u>Delaware</u>  <input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached  <input type="checkbox"/> Yes                      <input type="checkbox"/> No  (Designation must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached?                      <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No(s):</p>	<p>B. Trademark registration No(s):</p> <p><b>1,627,413</b></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Russell N. Rippamonti</u>  <u>Jenkins &amp; Gilchrist, P.C.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>1445 Ross Avenue, Ste. 3200</u></p> <p>City <u>Dallas</u>                      State: <u>Texas</u>                      Zip: <u>75202-2799</u></p>	<p>6. Total number of applications and registrations involved: <u>1</u></p> <p>7. Total fee (37 CFR 3.41):                      \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input type="checkbox"/> Authorized to be charged to deposit account.</p> <p>(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)</p> <p>8. Deposit Account number: _____</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>
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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 N Rippamonti                      11/22/99  
Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet: 5

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REEL: 001997 FRAME: 0285

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:

"BIMBO BAKERIES OF CALIFORNIA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BIMAR FOODS DISTRIBUTION CORP." UNDER THE NAME OF "BIMAR FOODS DISTRIBUTION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D. 1999, AT 3:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE EIGHTH DAY OF AUGUST, A.D. 1999.

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

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AUTHENTICATION: 9906510

DATE: 08-05-99

TRADEMARK REEL: 001997 FRAME: 0286

**CERTIFICATE OF MERGER  
OF  
BIMBO BAKERIES OF CALIFORNIA, INC.  
( a Delaware corporation)  
WITH AND INTO  
BIMAR FOODS DISTRIBUTION CORP.  
(a Delaware corporation)**

I.

Pursuant to an Agreement and Plan of Merger (the "Agreement of Merger") between Bimbo Bakeries of California ("Bimbo"), and Bimar Foods Distribution Corp., a Delaware corporation ("Bimar"), Bimbo is to be merged with and into Bimar.

II.

As of the date of the approval of the Agreement of Merger, 1,000 shares of common stock, \$.01 par value per share, of Bimbo were outstanding and entitled to vote.

III.

Of the outstanding shares entitled to vote on the Agreement of Merger, all outstanding shares of common stock of Bimbo voted in favor of the Agreement of Merger.

IV.

As of the date of the approval of the Agreement of Merger, 5,000 shares of the 10,000 shares of authorized common stock, \$.01 par value per share, of Bimar were outstanding and entitled to vote.

V.

Of the outstanding shares entitled to vote on the Agreement of Merger, all outstanding shares of common stock of Bimar voted in favor of the Agreement of Merger.

VI.

The Agreement of Merger was duly authorized by all action required under the laws of the State of Delaware and by Bimbo's constituent documents.

## VII.

The Agreement of Merger was duly authorized by all action required under the laws of the State of Delaware and by Bimar's constituent documents.

## VIII.

The Agreement of Merger was duly approved, adopted, certified, executed and acknowledged by each of Bimbo and Bimar in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

## IX.

Under the Agreement of Merger, Bimar shall be the surviving corporation (the "Surviving Corporation") of the merger of Bimbo with and into Bimar.

## X.

The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Bimar.

## XI.

An executed copy of the Agreement of Merger is on file at the principal place of business of the Surviving Corporation located at 7301 South Freeway, Fort Worth, Texas 76134.

## XII.

An executed copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request without cost, to any shareholder of Bimbo or Bimar.

## XIII.

This Certificate of Merger shall be effective as of 12:01 a.m. Central time on August 8, 1999.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the duly authorized officers of Bimar and Bimbo on this 2<sup>nd</sup> day of August, 1999.

BIMBO BAKERIES OF CALIFORNIA, INC.  
a Delaware corporation

By: 

Juan Muldoon, President

ATTEST:

By: Paulette Jones  
Paulette Jones, Secretary

BIMAR FOODS DISTRIBUTION CORP.  
a Delaware corporation

By: Juan Muldoon  
Juan Muldoon, President

ATTEST:

By: Paulette Jones  
Paulette Jones, Secretary

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