

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

02-11-2000

Department of Commerce
Patent and Trademark Office
TRADEMARK

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RECORDATION FORM COVER SHEET
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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

Name

Execution Date
Month Day Year

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/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual
 - General Partnership
 - Limited Partnership
 - Corporation
 - Association
 - Other
- 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 attached. from Assignment)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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 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: 002020 FRAME: 0448

02/11/2000 10:34:00
01 FC:401
02 FC:402

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)

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.

Mi K. Kim
Name of Person Signing


Signature

11/11/00
Date Signed

Additional 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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STATE OF VERMONT
OFFICE OF SECRETARY OF STATE



Certificate of Merger

I, Deborah L. Markowitz, Secretary of State of the State of Vermont, do hereby certify that the merger of

SPRING TREE CORPORATION

a Vermont domestic corporation

into

SPECIALTY BRANDS OF AMERICA, INC.

a Massachusetts domestic corporation

was filed in this office effective on December 3, 1999.

The name of the surviving corporation is

SPECIALTY BRANDS OF AMERICA, INC.

December 3, 1999

*Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital*

A handwritten signature in black ink, appearing to read "Deborah L. Markowitz".

*Deborah L. Markowitz
Secretary of State*



TRADEMARK

REEL: 002020 FRAME: 0451

PLAN OF MERGER

between

Spring Tree Corporation

and

Specialty Brands of America, Inc.

The Plan of Merger is entered into by and between Specialty Brands of America, Inc. ("SBA"), a Massachusetts Corporation and its wholly-owned subsidiary, Spring Tree Corporation, a Vermont corporation ("Spring Tree").

1. Upon the effective time of the Merger, Spring Tree shall be merged into SBA, which shall be the surviving corporation, and the separate existence of Spring Tree shall cease.

2. The manner and basis of converting the shares of Spring Tree into shares, obligations, or other securities of SBA or any other corporation or into cash or other property in whole or in part is as follows:

(i) Upon the effective time of the Merger, all of the shares of common stock, without par value, of Spring Tree issued and outstanding immediately prior to the effective time of the Merger will be automatically canceled without payment of any consideration therefor.

IN WITNESS WHEREOF, the undersigned has caused this Plan of Merger to be executed as of the 2 day of December, 1999.

SPRING TREE CORPORATION

By: [Signature]
Its: [Signature]

SPECIALTY BRANDS OF AMERICA, INC.

By: [Signature]
Its: [Signature]

PEASE7438/LA890487-1

STATE OF VERMONT
OFFICE OF SECRETARY OF STATE
DEC 3 1999
[Signature]
TRADEMARK

ARTICLES OF MERGER
of
SPRING TREE CORPORATION
into
SPECIALTY BRANDS OF AMERICA, INC.

Pursuant to Chapter 11.04 of the Vermont Business Corporation Act (the "VBCA"), Spring Tree Corporation, a Vermont corporation ("Spring Tree") and Specialty Brands of America, Inc., a Massachusetts corporation ("SBA"), hereby adopt the following Articles of Merger.

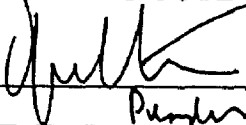
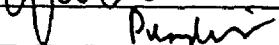
1. Plan of Merger. The Plan of Merger is attached to these Articles and is incorporated herein by reference.

2. Shareholder Approval. Pursuant to Chapter 11.04 of the VBCA, because Spring Tree is a wholly-owned subsidiary of SBA, neither the approval of the shareholders of Spring Tree Corporation nor the approval of the shareholders of SBA is required to effect the Merger pursuant to VBCA Chapter 11.04.

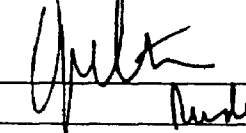
3. Effective Date. The effective date of the Merger shall be December 2, 1999.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed as of the 2 st day of December, 1999.

SPRING TREE CORPORATION

By: 
Its: 

SPECIALTY BRANDS OF AMERICA, INC.

By: 
Its: 