

01/07/00

02-24-2000



101276271

D

Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):

Vlasic Foods, Inc.
Six Executive Campus
Cherry Hill, New Jersey 08002-4112

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State: Michigan
 Other

2. Name and address of receiving party(ies):

Vlasic Foods International Inc.
Six Executive Campus
Cherry Hill, New Jersey 08002-4112

Individual(s) citizenship:
 Association:
 General Partnership:
 Limited Partnership:
 Corporation - State: New Jersey
 Other:

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)

Effective Date: August 2, 1999

Additional name(s) & address(es) attached?
 Yes No

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

A. Trademark Application No.(s)
75/455,865

B. Trademark Registration No.(s)

Additional numbers attached?

Yes No



01-07-2000

U.S. Patent & TMO/TM Mail Rpt Dt. #

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

Michael D. Fishman
Rader, Fishman & Grauer PLLC
1533 North Woodward Avenue
Suite 140
Bloomfield Hills, Michigan 48304
(248) 594-0630

6. Total number of applications and registrations involved: One

7. Total fee (37 CFR 3.41).....\$40.00

Enclosed
 Authorized to be charged to deposit account.

8. Deposit Account Number: 18-0013
(Attach duplicate copy of this page if using 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.

Michael D. Fishman
Name

Signature

January 3, 2000
Date

Total number of pages comprising cover sheet 8

R0073096

02/23/2000 TTON11 00000155 180013 75455865

01 FC:481 (40.00 CH)

TRADEMARK
REEL: 002025 FRAME: 0623



New Jersey Department of State
Division of Commercial Recording
Certificate of Merger/Consolidation
(Profit Corporations)

FILED UMC-23/96

JUL 16 1999

James A. DiEleuterio, Jr.
State Treasurer

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to N.J.S.A. 14A. Applicants must insure strict compliance with the requirements of State Law and insure that all filing requirements are met. This form is intended to simplify filing with the Secretary of State. Applicants are advised to seek out private legal advice before submitting filings to the Secretary's office.

1. Type of Filing (check one): X Merger Consolidation

2. Name Of Surviving Business Entity: Vlasic Foods International Inc.

3. Name(s)/Jurisdiction(s) Of Each Participating Business Entity:

Name	Jurisdiction	Identification # Assigned By Secretary of State (If Applicable)
Vlasic Foods, Inc.	Michigan	Not applicable
Vlasic Foods International Inc.	New Jersey	0100727030

4. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name Vlasic Foods International Inc. Outstanding Shares 45,000,000
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

-b Corp. Name Vlasic Foods, Inc. Outstanding Shares 2500
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

-c Corp. Name Outstanding Shares
If applicable, set forth the number and designation of any class or series of shares entitled to vote.

Votes For

Votes Against

Corp. a Parent corporation owns all the outstanding shares of the subsidiary
Corp. b corporation and the merger has been approved by all of the members of
Corp. c the Board of Directors. The merger was adopted on July 6, 1999.

5. Service of Process Address (For use if the surviving business entity is not authorized or registered by the Secretary of State): Not applicable

The Secretary of State is hereby appointed as agent to accept service of process and to forward same to the address above.

6. Effective Date: (if other than filing date; not to exceed 90 days from filing date) August 2, 1999

Signature:

Vice President

July 14, 1999

Name

Title

Date

**Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, insure that you obtain and attach to you filing submission a Tax Clearance Certificate for each participating corporation.

PLAN OF MERGER

FIRST: VLASIC FOODS INTERNATIONAL INC., a corporation organized under the laws of the State of New Jersey, shall merge with and into itself and assume all of the assets, liabilities and obligations of VLASIC FOODS, INC., a corporation organized under the laws of the State of Michigan. The name of the surviving corporation is VLASIC FOODS INTERNATIONAL INC. This merger qualifies as a tax free reorganization under section 368(a)(1)(C) of the Internal Revenue Code of 1986 as amended.

SECOND: The presently issued and outstanding shares of stock of VLASIC FOODS, INC., the merging corporation, all of which are owned by VLASIC FOODS INTERNATIONAL INC., the surviving corporation shall be surrendered and cancelled. No shares of stock of the surviving corporation shall be issued in exchange therefor.

THIRD: The Amended and Restated Certificate of Incorporation of VLASIC FOODS INTERNATIONAL INC. shall be the Certificate of Incorporation of the corporation surviving the merger. No changes or amendments shall be made to the Certificate of Incorporation because of the merger.

FOURTH: The Amended and Restated By-laws of VLASIC FOODS INTERNATIONAL INC. shall be the by-laws of the corporation surviving the merger.

FIFTH: The directors and officers of VLASIC FOODS INTERNATIONAL INC. shall be the directors and officers of the corporation surviving the merger and shall serve until their successors are selected.

SIXTH: The officers of each corporation party to the merger shall be and hereby are authorized to do all acts and things necessary and proper to effect the merger.

SEVENTH: The merger shall be effective on August 2, 1999.

EIGHTH: When the merger shall have become effective, all and singular, the rights privileges, powers and franchises of each of the corporations parties to this merger, whether of a public or a private nature, and all property, real, personal and mixed, and all debts due to each of said corporations, on whatever accounts, as well for stock subscriptions as all other things in action or belonging to either of said corporations shall be vested in VLASIC FOODS INTERNATIONAL INC.; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of VLASIC FOODS INTERNATIONAL INC. as they were of the corporations, parties hereto, and the title to any real or personal property, whether by deed or otherwise, vested in each of the corporations, parties hereto, shall not revert or be in any way impaired by reason hereof; provided, however, that all rights of creditors and all liens upon any property of each of the corporations, parties hereto, shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the time of the said merger, and all debts, liabilities and duties of VLASIC FOODS, INC. shall thenceforth attach to VLASIC FOODS INTERNATIONAL INC. and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

NINTH: The liabilities assumed do not exceed the tax basis of the assets transferred.

TENTH: If at any time VLASIC FOODS INTERNATIONAL INC. shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the said corporation, according to the terms hereof, the title to any property or rights of VLASIC FOODS, INC., the proper officers and directors of said VLASIC FOODS, INC. shall and will execute and make all such proper assignments and assurances in law and do all things necessary or proper to vest title in such property or rights in VLASIC FOODS INTERNATIONAL INC. and otherwise to carry out the purposes of this Plan of Merger.

C&S 551 (Rev. 8/93)

MICHIGAN DEPARTMENT OF COMMERCE - CORPORATION AND SECURITIES BUREAU		
Date Received: JUL 16 1999		(FOR BUREAU USE ONLY)
		FILED
		JUL 16 1999

Name	Ann J. Williams, Sr. Customer Specialist
Address	C T Corporation System 1635 Market Street
City	Philadelphia, PA 19103

Administrator
CORP., SECURITIES & LAND DEV. BUREAU

EFFECTIVE DATE: 8-2-99

Document will be returned to name and address you enter above

CERTIFICATE OF MERGER

For use by Parent and Subsidiary Profit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, the undersigned corporation executes the following Certificate:

1. a. The name of each constituent corporation and its identification number is:

Vlastic Foods International Inc. (not qualified)	
Vlastic Foods, Inc.	0 5 6 - 9 8 2

b. The name of the surviving corporation and its identification number is:

Vlastic Foods International Inc. (not qualified)	
--	--

c. For each subsidiary corporation, state:

Name of corporation	Number of outstanding shares in each class	Number of shares owned by the parent corporation in each class
Vlastic Foods, Inc.	2500 common	2500 common

50
10/2 50 84322 ACR CK

C&S 551 (Rev. 8/93)

d. The manner and basis of converting the shares of each constituent corporation is as follows:

The presently issued and outstanding shares of stock of Vlastic Foods, Inc., the merging corporation, all of which are owned by Vlastic Foods International Inc., the surviving corporation, shall be surrendered and cancelled. No shares of stock of the surviving corporation shall be issued in exchange therefor.

e. The amendments to the Articles of Incorporation of the surviving corporation to be effected by the merger are as follows:

none

f. Other provisions with respect to the merger are as follows:

none

C&S 551 (Rev. 8/93)

2. (Complete for any foreign corporation only)

This merger is permitted by the laws of the State of New Jersey, the jurisdiction under which Vlastic Foods International Inc. (name of foreign corporation)

is formed and the plan of merger was adopted and approved by such corporation pursuant to and in accordance with the laws of that jurisdiction.

3. (Delete if not applicable)

~~The consent to the merger by the shareholders of the subsidiary corporation was obtained pursuant to its Articles of Incorporation. (Such consent is necessary if the Articles of Incorporation require approval of the stockholders of the subsidiary of more than the percentage of the shares owned by the parent corporation.)~~

4. (Delete if not applicable)

~~The consent to the merger by the shareholders of the parent corporation was obtained. (Such consent is necessary if the Articles of Incorporation require shareholder approval of the merger, the plan of merger, or the Articles of Incorporation of the subsidiary.)~~

5. (Complete only if an effective date is desired other than the date of filing)

The merger shall be effective on the 2nd day of August, 19 99.

Signed this 14th day of July, 19 99

Vlastic Foods International Inc.
(Name of parent corporation)

By *Norma B. Carter*
(Only signature of President, Vice-President Chairperson, or Vice-Chairperson)

Norma B. Carter, Vice President
(Type or Print Name and Title)

Name of person or organization
remitting fees: C T CORPORATION SYSTEM

Preparer's name and business A. J. WILLIAMS
telephone number 1-800-622-1428