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FORM PTO-1018A  
Expires 06/30/99  
OMB 0651-0027



U.S. Department of Commerce  
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### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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  Change of Name  
Effective Date  
Month Day Year
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached  
Execution Date  
Month Day Year

Name

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/AKAJA

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 from Assignment.)

Citizenship/State of Incorporation/Organization

04/21/2000  
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TRADEMARK  
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**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.

LINDA J. TAYLOR

MARCH 15, 2000

Name of Person Signing

Signature

Date Signed



**Certificate  
of Amalgamation**

**Canada Business  
Corporations Act**

**Certificat  
de fusion**

**Loi canadienne sur  
les sociétés par actions**

**PARMALAT DAIRY & BAKERY INC./  
LAITNERIE ET BOULANGERIE PARMALAT INC.**

**357129-7**

\_\_\_\_\_  
Name of corporation-Dénomination de la société

\_\_\_\_\_  
Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

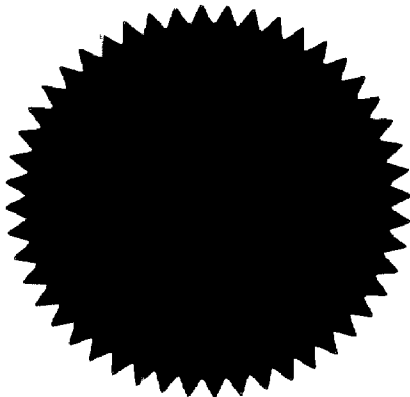
**December 27, 1998/le 27 décembre 1998**

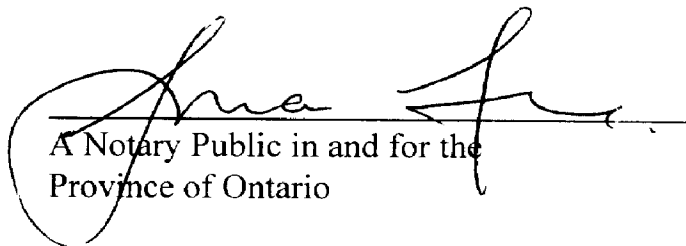
Date of Amalgamation - Date de fusion

PROVINCE OF ONTARIO )  
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TO WIT: )

I, **SIVAN FOX**, of the City of Toronto, in the Province of Ontario, a notary public in and for the Province of Ontario by royal authority duly appointed, do certify that the paper writing hereto annexed is a true photostatic copy of a document produced and shown to me and purporting to be the **CERTIFICATE OF AMALGAMATION** issued to **PARMALAT DAIRY & BAKERY INC./LAITERIE ET BOULANGERIE PARMALAT INC.** under the *Canada Business Corporations Act* on December 27, 1998, with Articles of Amalgamation attached, the said copy having been compared by me with the said original document, an act whereof being requested I have granted the same under my notarial form and seal of office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereunto set my hand and affixed my notarial seal at the City of Toronto, this *14th* day of September, 1999.



  
A Notary Public in and for the  
Province of Ontario



1 — Name of amalgamated corporation / Dénomination de la société issue de la fusion  
**PARMALAT DAIRY & BAKERY INC./ LAITERIE ET BOULANGERIE PARMALAT INC.**

2 — The place in Canada where the registered office is to be situated / Lieu au Canada où doit être situé le siège social  
**City of Toronto / Province of Ontario**

3 — The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre  
**The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares.**  
**See Schedule I attached hereto.**

4 — Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu  
**Shares of the Corporation shall not be transferred without the approval of the board of directors, such approval which is to be evidenced by a resolution of the board.**

5 — Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs  
**Minimum of 3; maximum of 15**

6 — Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu  
**There are no restrictions on business the Corporation may carry on.**

7 — Other provisions, if any / Autres dispositions, s'il y a lieu  
**See Schedule II attached hereto.**

8 — The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / 8 — La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après.

183  
 184(1)  
 184 (2)

9 — Name of the amalgamating corporations / Dénomination des sociétés fusionnantes	Corporation No. / N° de la société	Signature	Date	Title / Titre
PARMALAT DAIRY & BAKERY INC./ LAITERIE ET BOULANGERIE PARMALAT INC.	344964-5	<i>Paul Roberts</i>	Dec. 24 / 98	Assistant Secretary
PARMALAT DAIRY (QUEBEC) INC./ LAITERIE PARMALAT (QUEBEC) INC.	349815-8	<i>Paul Roberts</i>	Dec. 24 / 98	Assistant Secretary
3220249 CANADA INC.	322024-9	<i>Paul Roberts</i>	Dec. 24 / 98	Assistant Secretary
3220265 CANADA INC.	322026-5	<i>Paul Roberts</i>	Dec. 24 / 98	Assistant Secretary
ASTRO DAIRY PRODUCTS LIMITED	356923-3	<i>Paul Roberts</i>	Dec. 24 / 98	Assistant Secretary

FOR DEPARTMENTAL USE ONLY — À L'USAGE DU MINISTÈRE SEULEMENT  
 Corporation No. — N° de la société: **3571297**

Filed — Déposé: **30/12/98**

## SCHEDULE I

### Common Shares

The Common Shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions.

#### 1. DIVIDENDS

Subject to the rights, privileges, restrictions and conditions of any class or series of shares ranking prior to the Common Shares, the holders of the Common Shares shall be entitled to receive any dividend declared by the board of directors of the Corporation on the Common Shares.

#### 2. SHAREHOLDER MEETINGS AND VOTING RIGHTS

Except meetings at which only holders of a specified class or series of shares are entitled to vote, the holders of the Common Shares shall be entitled to notice of and to attend all meetings of shareholders of the Corporation. At any such meetings of shareholders, the holders of Common Shares shall be entitled to cast one vote in respect of each Common Share held.

#### 3. LIQUIDATION, DISSOLUTION OR WINDING-UP

After payment to the holders of any class or series of shares ranking prior to the Common Shares of the amount or amounts to which they may be entitled, the holders of the Common Shares shall be entitled to receive the remaining property of the Corporation on the liquidation, dissolution or winding-up of the Corporation.

## Preferred Shares

The Preferred Shares of the Corporation shall have attached thereto the following rights, privileges, restrictions and conditions:

### 1. INTERPRETATION

For the purpose of these share provisions,

“Conversion Event Approval” means the approval of members of the Shareholders’ Committee as evidenced by an instrument in writing signed by members of the Shareholders’ Committee holding or representing more than 50% of the Convertible Common Shares held or represented by all the members of the Shareholders’ Committee; provided that such approval shall not be effective to approve a Triggering Sale if the circumstances of the sale would, in the written opinion of counsel to the Shareholders’ Committee, give rise to the potential for liability under applicable securities legislation in respect of the disclosure contained in any prospectus or registration statement used in connection with such sale for the proposed sellers of the Common Shares and/or Preferred Shares pursuant to such sale, without the availability of a “due diligence” defence for such sellers which is substantially similar to the defence available to underwriters pursuant to s.130 of the *Securities Act* (Ontario), as amended from time to time, or the comparable provisions of applicable securities legislation in any jurisdiction in which such sale of such Common Shares and/or Preferred Shares is proposed to occur. For the purpose of determining whether the requisite level of approval has been obtained, a certificate from a member of the Shareholders’ Committee as to how many Convertible Common Shares are held or represented by such member shall be determinative of the number so held or represented in the absence of evidence to the contrary;

“ranking as to capital” means ranking with respect to the distribution of assets in the event of a liquidation, dissolution or winding-up of the Corporation;

"Shareholders' Committee" means the committee of beneficial owners of Convertible Common Shares or their representatives provided for in section 5.1 of the plan of compromise and arrangement and reorganization of share capital and appointment of directors of the Corporation dated October 18, 1996, under the *Companies' Creditors Arrangement Act* (Canada) and the *Canada Business Corporations Act*, as sanctioned by the final order of the Ontario Court (General Division) on October 21, 1996; and

"Triggering Sale" means the closing of the sale of some or all of the Common Shares and/or Preferred Shares, as the case may be, issuable on the conversion of the Convertible Common Shares, where the sale has been approved by Conversion Event Approval.

## 2. DIVIDENDS

The holders of the Preferred Shares shall not be entitled to receive any dividends in respect of the Preferred Shares.

## 3. SHAREHOLDER MEETINGS AND VOTING RIGHTS

Except as required by law, the holders of the Preferred Shares shall not be entitled as such to receive notice of, to attend or to vote at any meeting of the shareholders of the Corporation.

## 4. LIQUIDATION, DISSOLUTION OR WINDING-UP

In the event of the liquidation, dissolution or winding-up of the Corporation, the holders of the Preferred Shares shall be entitled to receive from the assets of the Corporation an amount per share approved by Conversion Event Approval, the whole before any amount shall be paid by the Corporation or any assets of the Corporation shall be distributed to holders of shares of any class of the Corporation ranking as to capital junior to the Preferred Shares. After



payment to the holders of the Preferred Shares of the amounts so payable to them, they shall not be entitled to share in any further distribution of the assets of the Corporation.

**5. AMENDMENT**

The rights, privileges, restrictions and conditions attached to the Preferred Shares may be added to, changed or removed by Articles of Amendment, but only with the approval of the holders of the Preferred Shares given as hereinafter specified in addition to any vote or authorization required by law.

**6. APPROVAL OF HOLDERS OF THE PREFERRED SHARES**

The approval of the holders of the Preferred Shares to add to, change or remove any right, privilege, restriction or condition attaching to the Preferred Shares or in respect of any other matter requiring the consent of the holders of the Preferred Shares may be given in such manner as may then be required by law, subject to a minimum requirement that such approval be given by resolution signed by all the holders of the Preferred Shares or passed by the affirmative vote of at least 2/3 of the votes cast at a meeting of the holders of the Preferred Shares duly called for that purpose.

The formalities to be observed with respect to the giving of notice of any such meeting or any adjourned meeting, the quorum required therefor and the conduct thereof shall be those from time to time prescribed by the by-laws of the Corporation with respect to meetings of shareholders, or if not so prescribed, as required by the *Canada Business Corporations Act* as in force at the time of the meeting or as otherwise required by law. On every poll taken at every meeting of holders of Preferred Shares, each holder of Preferred Shares entitled to vote thereat shall have one vote in respect of each Preferred Share held.

## SCHEDULE II

7. Other provisions, if any:

The following provisions shall apply to the Corporation:

- (a) The number of shareholders of the Corporation exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after termination of that employment to be, shareholders of the Corporation, is limited to not more than fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.
- (b) No invitation shall be made to the public to subscribe for any securities of the Corporation.

PROVINCE OF ONTARIO )  
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IN THE MATTER OF the *Canada Business Corporations Act* and in the Articles of Amalgamation of PARMALAT DAIRY & BAKERY INC. and others

I, Paul A. Roberts, of the City of Toronto, do solemnly declare that:

1. I am the Assistant Secretary of Parmalat Dairy & Bakery Inc., one of the amalgamating corporations (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
  - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath by virtue of the *Canada Evidence Act*.

DECLARED before me at the City of Toronto, )  
 this 15<sup>th</sup> day of December, 1998. )

*A. A. V. Savinää*  
 A Commissioner, etc.

*Paul Roberts*

Paul A. Roberts

PROVINCE OF ONTARIO	)	IN THE MATTER OF the <i>Canada</i>
	)	<i>Business Corporations Act</i> and
	)	in the Articles of Amalgamation
	)	of PARMALAT DAIRY (QUEBEC) INC.
	)	and others

I, Paul A. Roberts, of the City of Toronto, do solemnly declare that:

1. I am the Assistant Secretary of Parmalat Dairy (Quebec) Inc., one of the amalgamating corporations (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
  - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath by virtue of the *Canada Evidence Act*.

DECLARED before me at the City of Toronto, )  
 this 16th day of December, 1998. )  
 )  
 H. A. V. Sarajärvi )  
 A Commissioner, etc. )  
 )

Paul Roberts  
 Paul A. Roberts

PROVINCE OF ONTARIO )  
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IN THE MATTER OF the *Canada Business Corporations Act* and in the Articles of Amalgamation of 3220249 CANADA INC. and others

I, Paul A. Roberts, of the City of Toronto, do solemnly declare that:

1. I am the Assistant Secretary of 3220249 Canada Inc., one of the amalgamating corporations (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
  - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath by virtue of the *Canada Evidence Act*.

DECLARED before me at the City of Toronto, )  
 this 16<sup>th</sup> day of December, 1998. )  
 )  
H. A. V. Saranpää )  
 )  
 A Commissioner, etc. )  
 )

Paul Roberts  
 Paul A. Roberts

PROVINCE OF ONTARIO )  
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IN THE MATTER OF the *Canada  
Business Corporations Act* and  
in the Articles of Amalgamation  
of 3220265 CANADA INC.  
and others

I, Paul A. Roberts, of the City of Toronto, do solemnly declare that:

1. I am the Assistant Secretary of 3220265 Canada Inc., one of the amalgamating corporations (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
  - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath by virtue of the *Canada Evidence Act*.

DECLARED before me at the City of Toronto, )  
this 16<sup>th</sup> day of December, 1998. )  
)  
*H. A. V. ...* )  
A Commissioner, etc. )  
)

*Paul Roberts*  
Paul A. Roberts

PROVINCE OF ONTARIO )  
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IN THE MATTER OF the *Canada*  
*Business Corporations Act* and  
in the Articles of Amalgamation  
of ASTRO DAIRY PRODUCTS LIMITED  
and others

I, Paul A. Roberts, of the City of Toronto, do solemnly declare that:

1. I am the Assistant Secretary of Astro Dairy Products Limited, one of the amalgamating corporations (hereinafter called the "Corporation") and as such have personal knowledge of the matters herein declared to.
2. I have conducted such examinations of the books and records of the Corporation and have made such inquiries and investigations as are necessary to enable me to make this declaration.
3. I have satisfied myself that there are reasonable grounds for believing that:
  - (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
  - (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
  - (c) no creditor of the Corporation will be prejudiced by the amalgamation.

And I make this solemn declaration conscientiously believing the same to be true and knowing that it is of the same force and effect as if made under oath by virtue of the *Canada Evidence Act*.

DECLARED before me at the City of Toronto, )  
this 16<sup>th</sup> day of December, 1998. )  
)  
*H.A.V. Sarapani* )  
)  
A Commissioner, etc. )  
)

*Paul Roberts*  
\_\_\_\_\_  
Paul A. Roberts