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To the Honorable Commissioner of Patents and Trademarks: Please record this document as original documents or copy thereof.

1. Name of conveying party(ies):

Stella Foods East, Inc.
Route 116
P.O. Box 99
Hinesburg, Vermont 05401

APR -5 PM 3:19

OPR/FINANCE

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 30, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,561,194	1,015,372
1,033,978	2,119,968

Additional numbers

Yes No

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

Name: Sana Hakim, Esq.

Internal Address: Bell, Boyd & Lloyd LLC

Street Address: P.O. Box 1135

City: Chicago State: IL ZIP: 60690

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 3.41):.....\$ \$115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

04/28/2000 JJALLAH2 00000048 1561194

01 FC:481 40.00 OP
02 FC:482 75.00 OP

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.

Sana Hakim, Esq.

Name of Person Signing

Signature

April 5, 2000

Date

Total number of pages including cover sheet, attachments, and

5

TRADEMARK

CERTIFICATE OF MERGER
OF
STELLA FOODS EAST, INC., a Delaware corporation
WITH AND INTO
SAPUTO CHEESE USA INC., a Delaware corporation

PURSUANT TO SECTION 251 OF THE DELAWARE GENERAL CORPORATION LAW

The undersigned corporation, Saputo Cheese USA Inc., hereby certifies that:

FIRST: The names and states of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Saputo Cheese USA Inc.	Delaware
Stella Foods East, Inc.	Delaware

SECOND: An Agreement and Plan of Merger dated as of March 30, 2000, between the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation of the merger is Saputo Cheese USA Inc., a Delaware corporation.

FOURTH: Upon the effectiveness of the merger, the Certificate of Incorporation, as amended, of Saputo Cheese USA Inc., a Delaware corporation, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement and Plan of Merger is on file at the office of the surviving corporation. The address of said office is Saputo Cheese USA Inc., 25 Tri-State International Office Center, Suite 250, Lincolnshire, Illinois 60069.

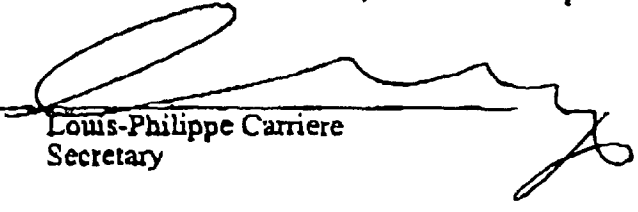
SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The merger shall be effective as of 9:00 p.m. Wilmington, Delaware time on March 31, 2000.

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Merger on behalf of Saputo Cheese USA Inc. as its authorized officer and hereby affirms, under penalties of perjury, that this Certificate of Merger is the act and deed of such corporation and that the facts stated herein are true.

Dated: March 30, 2000

SAPUTO CHEESE USA INC., a Delaware corporation

By: 
Louis-Philippe Carriere
Secretary

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