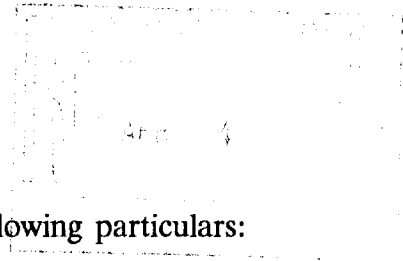


Box ASSIGNMENTS
Hon. Commissioner of Pat
Washington, DC 20231

04-27-2000



101335485



Sir: Please record the attached original assignment, having the following particulars:

Attorney Docket: 2000-010T/MJB
Registration No.: 690,635
Registered: December 29, 1959 (renewed)
Mark: FISHLETS
Assignor(s): THE B. MANISCHEWITZ COMPANY (an Ohio corporation)
Assignee(s): MANO HOLDINGS CORPORATION (a Delaware corporation)
Address of assignee(s): One Manischewitz Plaza
Jersey City, New Jersey 07032

4-4-00

Nature of enclosed document: Certificate of Merger (issued by the State of Ohio)

Total number of applications/registrations involved: 1

Amount of fee enclosed: \$40.00
(Please charge any deficiency to deposit account No. 19-0748)

Date of execution of enclosure: May 23, 1996

All correspondence, including *the recorded document should be sent to the address at the bottom* .

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.

Date: April 4, 2000

04/26/2000 DNGUYEN 00000441 690635

01 FC:481

40.00 DP

Martin J. Beran

Total number of pages, including
cover sheet, attachments, and document: 10



00528-0013

Prescribed by
Bob Taft, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0413
Form MER (July 1994)

35095
Approved CR
Date 5-31-96
Fee 52.00
06053120401

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

MANO HOLDINGS CORPORATION

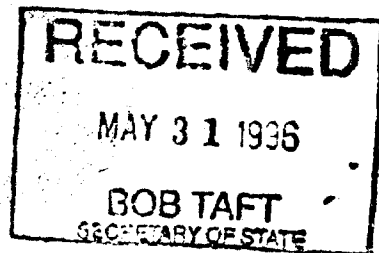
If the surviving entity is an Ohio limited partnership or a limited liability company, the registration number shall be provided.

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: _____

Only if the name of surviving entity is changing through the merger.

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) corporation
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of _____ and licensed to transact business in the state of Ohio.
- Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of Delaware and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) limited liability company
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and registered to do business in the state of Ohio.
- Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) limited partnership, registration number _____



- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and registered to do business in the state of Ohio, under registration number _____
- [] Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of _____, and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If multiple, use to cover the term, please attach a separate sheet along the merging entities. Ohio registered or foreign-qualified limited partnerships must include registration numbers)*

Name	State/ Country of Organization	Type of Entity
<u>THE B. MANISCHWITZ COMPANY</u>	<u>Ohio</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

Name	Address
<u>MANO HOLDINGS CORPORATION</u>	<u>One Manischewitz Plaza</u> (street and number) <u>Jersey City, New Jersey 07302</u> (city, village or township) (state) (zip code)

IV. Effective Date of Merger

This merger is to be effective:

On May 31, 1996 *(if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).*

V. Merger Authorized

The laws of the state or country under which each constituent entity exists, permits this merger

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name	Address
ROBERT D. KROLL	One Manischewitz Plaza
	Jersey City, New Jersey 07302

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

X Robert Kroll

Signature of Agent: ROBERT D. KROLL

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity is changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments

The articles of incorporation, articles of organization or certificate of limited partnership (strike the inapplicable terms) of the surviving domestic entity herein, are amended as set forth in the attached "Exhibit A"

(Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or limited partnership.)

IX. Qualification or Licensure of Foreign Surviving Entity

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

(name)

(street and number)

_____, Ohio

(city, village or township)

(zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found, if the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. **Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed)

- a. The name of the limited liability company in its state of organization/registration is _____
- b. The name under which the limited liability company desires to transact business in Ohio is _____
- c. The limited liability company was organized or registered on _____ under the laws of the state/country of _____
- d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: _____

2. Foreign Qualifying Limited Partnership

(If the qualifying entity is a foreign limited partnership, the following information must be completed)

- a. The name of limited partnership is _____

- b. The limited partnership was formed on _____
under the laws of the state/country of _____
DATE DAY YEAR
- c. The address of the office of the limited partnership in its state/country of organization is _____

- d. The limited partnership's principal office address is _____

e. The names and business or residence addresses of the GENERAL partners of the partnership are as follows:

<u>Name</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses)

f. The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

THE B. MANISCHEWITZ COMPANY
exact name of entity
By: [Signature]
Its: Secretary
Date: May 23, 1996

MANO HOLDINGS CORPORATION
exact name of entity
By: [Signature]
Its: Secretary
Date: May 23, 1996

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
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exact name of entity
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Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

exact name of entity
By: _____
Its: _____
Date: _____

(Please have each the chairman of the board, the president, vice president, secretary or an authorized secretary sign on behalf of each constituent corporation, and at least one general partner sign on behalf of each constituent limited partnership. If insufficient space for signatures, a separate sheet should be attached containing such signatures.)

AFFIDAVIT OF PERSONAL PROPERTY

STATE OF ~~OHIO~~ COLORADO

:SS

COUNTY OF DENVER

RICHARD E. HAINE

, being first duly sworn,
deposes and says that ~~she~~/he is ~~president, vice-president, secretary or treasurer~~ (strike
out words not applicable) of THE B. MANISCHWITZ COMPANY
that this affidavit is made in compliance with section 1701.86, 1702.47, or 1703.17 (strike
out sections not applicable) of the Ohio Revised Code; That said corporation ~~has per-
sonal property only in~~ County of
~~or~~ has no personal property in any county in the State of Ohio (strike out phrase not
applicable); and that the net assets of said corporation are sufficient to pay all personal
property taxes accrued to date.

X Richard E. Haine
RICHARD E. HAINE

Sworn to me and subscribed in my presence this 29th day of May, 19 96

Robert H. McArthur
Notary Public

Commission expires 12-3-96

SEAL

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities
(§ 1701.86(H)(6) O.R.C.)

THE B. MANISCHEWITZ COMPANY

(Exact Name of Corporation)

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate of Dissolution and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of Section 1701.95 of the Ohio Revised Code.

AGENCY	DATE NOTIFIED
1. Ohio Department of Taxation Dissolution Section Box 2476 Columbus, Ohio 43216	April 18 19 96
2. Ohio Bureau of Employment Services Status & Liability Section 145 S. Front St. Columbus, Ohio 43215	May 28 19 96
3. The treasurer of any County named below: N/A	N/A 19
	19
	19
4. Ohio Bureau of Workers' Compensation 246 North High Street Columbus, Ohio 43215	May 23 19 96

(Note: This affidavit must be signed by one or more persons executing the certificate of surrender or by an officer of the corporation.)

By X Richard E. Haine
RICHARD E. HAINE

Title Secretary
One Manischewitz Plaza
(Complete Street Address)
Jersey City New Jersey 07302
City State Zip

Sworn to before me and subscribed in my presence this 29th day of May 19 96

Richard E. Haine
Notary Public

SEAL

Commission Expires 12-2-96