

06-05-2000



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MHO
5.19.00

**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

Other

Effective Date
Month Day Year

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/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

06/02/2000 DMGUYEN 00000264 161797 2000621

FOR OFFICE USE ONLY

01 FC:481 40.00 CH
02 FC:482 50.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002083 FRAME: 0302

Domestic Representative Name and Address

Enter for the first Receiving Party only.

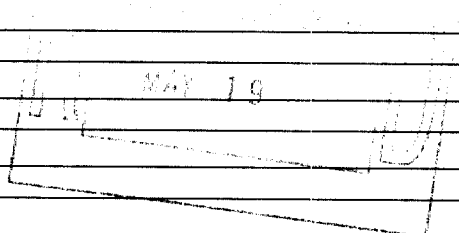
Name

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.

Ruth M. Meger

5/15/2000

Name of Person Signing

Signature

Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HAZELWOOD FARMS BAKERIES, INC.", A MISSOURI CORPORATION, WITH AND INTO "THE PILLSBURY COMPANY" UNDER THE NAME OF "THE PILLSBURY COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF MAY, A.D. 1999, AT 3 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.



Edward J. Freel
Edward J. Freel, Secretary of State

0344114 8330

991206741

AUTHENTICATION: 9763455
DATE: 05-25-99

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"HAZELWOOD FARMS BAKERIES, INC.", A MISSOURI CORPORATION, WITH AND INTO "THE PILLSBURY COMPANY" UNDER THE NAME OF "THE PILLSBURY COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF MAY, A.D. 1999, AT 3 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Edward J. Freel
Edward J. Freel, Secretary of State

0344114 8100M

991206570

AUTHENTICATION

9763323

DATE

05-25-99

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

HAZELWOOD FARMS BAKERIES, INC.

INTO

THE PILLSBURY COMPANY

Pursuant to Section 253 of the General Corporation Law
of the State of Delaware

The Pillsbury Company, a corporation organized and existing under the laws of the State of Delaware (the "Company"), DOES HEREBY CERTIFY as follows:

A. That the Company owns all of the outstanding common stock, par value \$0.01 per share, of Hazelwood Farms Bakeries, Inc., a corporation organized and existing under the laws of the State of Missouri ("Hazelwood"). No other shares of capital stock of Hazelwood are currently outstanding.

B. That the Company, by the following resolutions of its Board of Directors, duly adopted on the 21st day of May 1999 by unanimous written consent pursuant to Section 141(f) of the Delaware General Corporation Law (the "DGCL"), determined to merge Hazelwood into the Company pursuant to Section 253 of the DGCL:

"RESOLVED, that the Company merge (the "Merger") Hazelwood Farms Bakeries, Inc., a corporation organized under the laws of the State

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TRADEMARK
REEL: 002083 FRAME: 0306

of Missouri ("Hazelwood"), with and into the Company with the Company as the surviving corporation (the "Surviving Corporation") and assume all of the liabilities and obligations of Hazelwood in accordance with and pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "DGCL");

RESOLVED, that the Merger shall become effective upon the filing with the Secretary of State of the State of Delaware of a Certificate of Ownership and Merger relating to the Merger (the "Effective Time");

RESOLVED, that at the Effective Time, each class of stock of Hazelwood held by the Company shall, by virtue of the Merger, by operation of law and without any action on the part of the Company, cease to be outstanding, shall be canceled and retired without payment of any consideration therefor, and shall cease to exist;

RESOLVED, that the Certificate of Incorporation of the Company in effect at the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation, until duly amended in accordance with the terms thereof and the DGCL;

RESOLVED, that the Bylaws of the Company in effect at the Effective Time shall be the Bylaws of the Surviving Corporation until duly amended in accordance with the terms thereof and the DGCL;

RESOLVED, that the directors and officers of the Company at the Effective Time shall, from and after the Effective Time, be the directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the Surviving Corporation's Certificate of Incorporation and Bylaws".

IN WITNESS WHEREOF, the Company has caused this
 Certificate of Ownership and Merger to be signed by
L. U. Feuss, Vice-President & General Counsel as of this 21st day of
 May 1999.

THE PILLSBURY COMPANY

By: *L. U. Feuss*
 Name: L. U. Feuss
 Title: Vice President, General Counsel