FORM PTO-1618A Expires 06/30/99 OMB 0651-0027 06-21-2000



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U.S. Department of Commerce Patent and Trademark Office TRADEMARK

RECORDATION FORM	COVER SHEET	
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TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies). Submission Type New	5.25.00 TRADEMARKS ONLY				
Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Frame # Corrective Document Reel # Frame # Conveying Party Mark if additional names of conveying parties attached Month Day Year Name Best Brands, Inc. Formerly Individual General Partnership Limited Partnership X Corporation Other X Citizenship/State of Incorporation/Organization Delawace Receiving Party Mark if additional names of receiving parties attached Receiving Party Mark if additional names of receiving parties attached Address (line 1) Individual General Partnership Limited Partnership Individual General Partnership Limited Partnership Individual General Partnership Limited Partnership Address (line 2) Address (line 3) Individual General Partnership Limited Partnership astached Individual General Partnership Limited Partnership astached Corporation Association X Other Limited Iliability company Citizenship/State of Incorporation/Organization Delawace Accument from Assignment. License Security Agreement Nunc Pro Tunc Assignment Effective Date Month Day Year Month Day Year					
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Public burden reporting for this glection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Modil documents to be recorded with required cover Sheet(s) information to:

Mail documents to be recorded with required cover sheet(s) information to: Commissioner of Patents and Trademarks, Box Assignments , Washington, D.C. 20231

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Address (line 2)				
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Correspond	dent Name and Address	S Area Code and Telephone Number (3	12) 360-6583	
Name	Sandra McNaughton			
Address (line 1)	Freeborn & Peters			
Address (line 2)	311 S. Wacker Driv	e, Suite 3000		
Address (line 3)	Chicago, IL 60606			
Address (line 4)				
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	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 a	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.				
Sandra	McNaughton	Saka Kchagto	May 24, 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 ATTACHED ARE TRUE AND CORRECT
COPIES OF ALL DOCUMENTS ON FILE OF "BEST BRANDS, L.L.C." AS
RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWELFTH DAY OF MARCH,
A.D. 1997, AT 2 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "BAKERY ACQUISITION, L.L.C." TO "BEST BRANDS, L.L.C.", FILED THE NINTH DAY OF JUNE, A.D. 1997, AT 12:32 O'CLOCK P.M.

CERTIFICATE OF RESTORATION, FILED THE TWENTY-SECOND DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1998, AT 1 O'CLOCK P.M.

Edward J. Freel, Secretary of State

2727910 8100H

AUTHENTICATION:

0438361

001246264

DATE:

05-15-00

CERTIFICATE OF FORMATION OF BAKERY ACQUISITION, L.L.C.

This Certificate of Formation of Bakery Acquisition, L.L.C. (the "Company") is being executed by the undersigned for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act.

1. The name of the Company is:

Bakery Acquisition, L.L.C.

2. The address of the registered office of the Company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801 (County of New Castle). The Company's registered agent at that address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned, an authorized person of the Company, has caused this Certificate of Formation to be duly executed this 12th day of March 1997.

Sandra McNaughton, Authorized Person

93718,v1

6-9-97

OF
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF FORMATION
OF
BAKERY ACQUISITION, L.L.C.

- 1. The name of the limited liability company is Bakery Acquisition, L.L.C. (the "Company").
- 2. The Certificate of Formation of the Company is hereby amended as follows:

The name of the Company is amended to read in its entirety as follows:

"Best Brands, L.L.C."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this 6th day of June, 1997.

BAKERY ACQUISITION, L.L.C.

Kenneth J. Malecha, President

109428,v1

STATE OF DELAWARE SECRETARI OF STATE DIVISION OF CORPORATIONS FILED 09:00 AM 10/22/1998 981408473 - 2727910

STATE OF DELAWARE CERTIFICATE TO RESTORE TO GOOD STANDING OF

	REST BRANDS, L.L.C.
	Name of Limited Liability Company: Best Brands, L.L.C.
	The date the limited liability company was formed: 3/2-97
,	The limited liability company is paying all sums due under Section 18-1107.
	This filing will permit the limited liability company to be restored to good standing.
-	N WITNESS WHEREOF, the undersigned have executed this Cortificate on the day of October, 19,98.
	BY: mihal Shla
	Authorized Person(s)
	NAME: Michael Schallz
	Print of Type

12-28-98

CERTIFICATE OF MERGER

OF

BEST BRANDS, INC. (a Delaware corporation)

WITH AND INTO

BEST BRANDS, L.L.C. (a Delaware limited liability company)

* * + + *

In accordance with the provisions of Section 18-209 of the Limited Liability Company Act of the State of Delaware

* * * * *

Best Brands, L.L.C., a limited liability company duly organized and existing under and by virtue of that certain Limited Liability Company Agreement of Best Brands, L.L.C., dated as of March 12, 1997 (the "Limited Liability Company Agreement"), and the laws of the State of Delaware (the "LLC"), desiring to merge Best Brands, Inc., a Delaware corporation and a wholly-owned subsidiary of the LLC, with and into itself, pursuant to the provisions of Section 18-209 of the Limited Liability Company Act and Section 264 of the Delaware General Corporation Law, DOES HEREBY CERTIFY as follows:

FIRST: The name and state of formation of each constituent business entity of the merger (the "Merger") are as follows:

NAME

STATE OF FORMATION

Best Brands, L.L.C.

Delaware

Best Brands, Inc.

Delaware

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each constituent business entity, in accordance with the requirements of Section 18-209 of the Limited Liability Company Act of the State of Delaware.

#205260

THIRD: The name of the surviving limited liability company of the Merger is Best Brands, L.L.C. (the "Surviving Business Entity).

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, the Merger Agreement may be amended or terminated and abandoned by the constituent business entities at any time prior to the date of filing the Certificate of Merger with the Secretary of State of the State of Delaware.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Surviving Business Entity, and a copy of the Merger Agreement will be furnished by the Surviving Business Entity, 1765 Yankee Doodle Road, St. Paul, Minnesota upon request and without cost, to any member of any constituent business entity.

SIXTH: The Merger shall be effective immediately upon filing.

#205260

IN WITNESS WHEREOF, the undersigned, for the purpose of effectuating the Merger of the constituent business entities described within this Certificate of Merger, under penalties of perjury certifies that, to the best knowledge and belief of the undersigned, the facts stated herein are true and accordingly has hereunto signed this Certificate of Merger this day of 1998.

BEST BRANDS, L.L.C., a Delaware limited liability company

Name: Kenneth J. Malecha

Title: President

#205260

RECORDED: 05/25/2000