

06-21-2000



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5.25.00

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
Effective Date
Month Day Year
- Change of Name
- Other

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)

City State/Country Zip Code

- 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

06/20/2000 DNGUYEN 00000277 1126731

FOR OFFICE USE ONLY

01 FC:481
02 FC:482

40.00 OP
50.00 OP

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

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.

Sandra McNaughton



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

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0438361

DATE: 05-15-00

TRADEMARK
REEL: 002090 FRAME: 0476

**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

6-9-97

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.

By: 
Kenneth J. Malecha, President

STATE OF DELAWARE
CERTIFICATE TO RESTORE TO GOOD STANDING
OF

BEST BRANDS, L.L.C.

1. Name of Limited Liability Company: Best Brands, L.L.C.
2. The date the limited liability company was formed: 3-12-97
3. The limited liability company is paying all suras due under Section 18-1107.
4. This filing will permit the limited liability company to be restored to good standing.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
26 day of October, 1998.

BY: Michael Schiller
Authorized Person(s)

NAME: Michael Schiller
Print or Type

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:

<u>NAME</u>	<u>STATE OF FORMATION</u>
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.

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.

* * * * *

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 1st day of October, 1998.

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

By: Kenneth J. Malecha
Name: Kenneth J. Malecha
Title: President

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