

RE  
TI

06-30-2000



Docket No.:  
13217, 13222, 13223, 13224

Tab settings

101392988

Send original documents or copy thereof.

1. Name of conveying party(ies):

Pacific West Produce Marketing, Inc.

MPD 6-600

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

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

3. Nature of conveyance:

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

Execution Date: February 23, 2000

2. Name and address of receiving party(ies):

Name: Apio Incorporated

Internal Address: P.O. Box 418

Street Address: 4575 Main Street

City: Guadalupe State: CA ZIP: 93434

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic designation is  Yes  No  
(Designations must be a separate document from Additional name(s) & address(es)  Yes  No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2079117      2291561  
2149908  
2286649

Additional numbers  Yes  No

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

Name: Jeffrey G. Sheldon

Internal Address: Sheldon & Mak

Street Address: 225 South Lake Avenue, 9th Floor

City: Los Angeles State: CA ZIP: 91101

6. Total number of applications and registrations involved:.....

4

7. Total fee (37 CFR 3.41):.....\$ \$160.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

19-2090

06/30/2000 DWSUYEN 00000039 2079117

DO NOT USE THIS SPACE

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.

Jeffrey G. Sheldon, 27, 953

Name of Person Signing

*Jeffrey G. Sheldon*  
Signature

June 2, 2000

Date

Total number of pages including cover sheet, attachments, and

4

TRADEMARK

REEL: 002094 FRAME: 0406

Rep. In. Ref: 06/30/2000 DWSUYEN 0015242000  
App. No: 192090 Name: Number: 2079117  
FC: 704 \$45.00 CR

*State of Delaware*  
**Office of the Secretary of State**

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PAGE 1

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:

"CAL EX TRADING COMPANY", A CALIFORNIA CORPORATION,

"PACIFIC WEST PRODUCE MARKETING, INC.", A CALIFORNIA CORPORATION,

"SOUTH COAST PAPER COMPANY, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "APIO, INC." UNDER THE NAME OF "APIO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

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

2863977 8100M

001090878



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

AUTHENTICATION:

DATE:

0274985

02-23-00

TRADEMARK  
REEL: 002094 FRAME: 0407

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 02/23/2000  
001090878 - 2863977

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**SOUTH COAST PAPER COMPANY, INC.  
PACIFIC WEST PRODUCE MARKETING, INC.  
AND  
CAL EX TRADING COMPANY**

**INTO**

**APIO, INC.**

**(PURSUANT TO SECTION 253 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE)**

APIO, INC., a corporation originally incorporated under the name "BUSH ACQUISITION CORPORATION" on the 25th day of February, 1998 (the "Corporation") pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify that the Corporation owns all the capital stock of SOUTH COAST PAPER COMPANY, INC., PACIFIC WEST PRODUCE MARKETING, INC. AND CAL EX TRADING COMPANY, each a corporation incorporated under the laws of the State of California (collectively, the "Subsidiaries"), and that the Corporation, by resolutions of its board of directors duly adopted by unanimous written consent on January 23, 2000 without a meeting of the board of directors, determined to and did merge into itself said Subsidiaries, which resolutions are in the following words to wit:

WHEREAS Apio, Inc., a Delaware corporation (this "Corporation"), lawfully owns all the outstanding stock of South Coast Paper Company, Inc., Pacific West Produce Marketing, Inc. and Cal Ex Trading Company, each a California corporation (collectively, the "Subsidiaries"); and

WHEREAS this Corporation desires to merge into itself the said Subsidiaries and to be possessed of all the estate, property, rights, privileges and franchises of said corporations.

NOW, THEREFORE, BE IT RESOLVED, that this Corporation, merge into itself, and it does hereby merge into itself, said Subsidiaries and assumes all of their respective liabilities and obligations; and

FURTHER RESOLVED, that the chief executive officer, president or a vice-president, and the secretary or treasurer, of this Corporation be and they hereby are, authorized and directed to make and execute a certificate of ownership setting forth a copy of the resolution, to merge said Subsidiaries and assume their respective liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of the State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County; and

FURTHER RESOLVED, at any time prior to the time that the resolution of merger adopted by the board of directors of this Corporation, is filed with the Delaware Secretary of State and becomes effective in accordance with Section 103 of the General Corporation Law of the State of Delaware, such resolution may be terminated by such board of directors; and

FURTHER RESOLVED, that the officers of this Corporation be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger and assumption."

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its authorized officer the 23 day of February, 2000.

By:   
Nicholas Hopkins ~~TOMPKINS~~  
Chief Executive Officer

By:   
Gary T. Steele  
Chairman and Secretary