



09-26-2000



9.9.00

101471855

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof:

<p>1. Name of conveying party: TKI Foods, Inc. 2520 Grand Avenue East PO Box 3877 Springfield, Illinois</p> <p><input checked="" type="checkbox"/> A Corporation of Illinois</p>	<p>2. Name and address of receiving party: Ontario Foods, Incorporated 4001 Saltworks Road Medina, New York</p> <p><input type="checkbox"/> A Corporation of New York</p>
<p>3. Nature of conveyance: Merger and Change of Address</p> <p>Execution Date: April 28, 2000</p>	<p>4. Trademark Registration Nos.:</p> <p>2,153,789; 2,058,706; 1,918,224; 1,911,647; 1,846,417; 1,838,523; 1,682,165; 1,658,781; 1,597,120; 1,597,119; 1,564,065; 1,388,712; 1,362,250; 1,358,287; 694,319</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Kristen E. Mollnow, Esq. Nixon Peabody LLP Clinton Square, P.O. Box 1051 Rochester, New York 14603</p>	<p>6. Total number of Registrations involved: 15</p>
<p>7. Total fee (37 CFR 3.41) \$390.00</p> <p><input checked="" type="checkbox"/> \$390.00 Check is enclosed.</p>	<p>8. Deposit Account Number: 14-1138</p> <p><input checked="" type="checkbox"/> Charge any additional fees to account.</p>
<p>DO NOT USE THIS SPACE</p>	

To the best of my knowledge and belief, the foregoing information is true and correct and the attached document is a true and correct copy of the original document.

Kristen E. Mollnow
Kristen E. Mollnow

September 7, 2000
Date

[Total number of pages including Cover Sheet and Articles of Merger: 7]

09/25/2000 MTHA11
01 FC:481
02 FC:482

00000171 2153789

40.00 DP
350.00 DP

File Number 3318-165-5



00316808

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF MERGER OF
ONTARIO FOODS, INCORPORATED
INCORPORATED UNDER THE LAWS OF THE STATE OF NEW YORK HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 14TH day of APRIL A.D. 2000 and of the Independence of the United States the two hundred and 24TH



Jesse White
Secretary of State
BOX 170

00316808

Form **BCA-11.25**
(Rev. Jan. 1999)

**ARTICLES OF MERGER
CONSOLIDATION OR EXCHANGE**

File # 3318-165-5

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961
http://www.sos.state.il.us

SUBMIT IN DUPLICATE

FILED

**This space for use by
Secretary of State**

APR 14 2000

Date 4-14-00

**JESSE WHITE
SECRETARY OF STATE**

Filing Fee \$ 150.00

Approved: 

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is \$100, but if merger or consolidation involves more than 2 corporations, \$50 for each additional corporation.

1. Names of the corporations proposing to ~~consolidate~~ ^{merge} ~~exchange shares~~ ^{consolidate}, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>TKI Foods, Inc.</u>	<u>Illinois</u>	<u>D3318-165-5</u>
<u>Freedom Foods, Inc.</u>	<u>New Jersey</u>	<u>None</u>
<u>Ontario Foods, Incorporated</u>	<u>New York</u>	<u>None</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ ^{surviving} ~~corporation~~ ^{corporation}: Ontario Foods, Incorporated
(b) it shall be governed by the laws of: New York

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows: See Schedule 4 attached.

BOX 170

5. Plan of consolidation merger was approved, as to each corporation not organized in Illinois, in compliance with the laws of the exchange state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
TKI Foods, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)*

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

BOX 170

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

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a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

b. (Not applicable to 100% owned subsidiaries)

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, _____, _____
(Month & Day) (Year)

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? Yes No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated April 10, 2000
(Month & Day) (Year)
attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Mark W. Leunig, Secretary
(Type or Print Name and Title)

TKI Foods, Inc.
(Exact Name of Corporation)
by [Signature]
(Signature of President or Vice President)

Karl D. Simonson, President
(Type or Print Name and Title)

Dated April 10, 2000
(Month & Day) (Year)
attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Mark W. Leunig, Secretary
(Type or Print Name and Title)

Freedom Foods, Inc.
(Exact Name of Corporation)
by [Signature]
(Signature of President or Vice President)

Karl D. Simonson, President
(Type or Print Name and Title)

Dated April 10, 2000
(Month & Day) (Year)
attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Mark W. Leunig, Secretary
(Type or Print Name and Title)

Ontario Foods, Incorporated
(Exact Name of Corporation)
by [Signature]
(Signature of President or Vice President)

Karl D. Simonson, President
(Type or Print Name and Title)



00316808

PLAN OF MERGER
OF
TKI FOODS, INC.
AND
FREEDOM FOODS, INC.
INTO
ONTARIO FOODS, INCORPORATED

1. (a) The name of each constituent corporation to the merger is as follows:
 - (i) Ontario Foods, Incorporated. Ontario Foods, Incorporated was originally incorporated under the name Genesee Ontario Subsidiary, Inc.
 - (ii) Freedom Foods, Inc.
 - (iii) TKI Foods, Inc. TKI Foods, Inc. was originally incorporated under the name Imperial Process Company.
- (b) The name of the surviving corporation is Ontario Foods, Incorporated.
2. As to each constituent corporation, the designation and number of outstanding shares of each class and series, and the voting rights thereof are as follows:
 - (a) Ontario Foods, Incorporated has issued and outstanding 100 shares of Common Stock, \$1.00 par value, all of which shares are entitled to vote.
 - (b) TKI Foods, Inc. has issued and outstanding:
 - (i) 13,140 shares of Common Stock, no par value, all of which shares are entitled to vote.
 - (ii) 10,000 shares of Preferred Non-Voting Stock, \$50.00 par value, none of which shares are entitled to vote.
 - (c) Freedom Foods, Inc. has issued and outstanding 3,319 shares of Common Stock, no par value, all of which shares are entitled to vote.
3. TKI Foods, Inc. and Freedom Foods, Inc. shall be merged into Ontario Foods, Incorporated, which shall be the surviving corporation.
4. The terms and conditions of the merger are as follows:
 - (a) All the issued and outstanding shares of stock of Ontario Foods, Incorporated shall remain unchanged in the hands of Genesee Corporation as issued and outstanding shares of the surviving corporation.

BOX 17A

- (b) No cash or other consideration shall be paid or delivered for the shares of TKI Foods, Inc. and Freedom Foods, Inc. owned by Genesee Corporation and the certificates for such shares shall be surrendered and canceled.
5. The Certificate of Incorporation and By-Laws of Ontario Foods, Incorporated shall remain unchanged until amended or changed as provided therein or as provided by law.
6. Upon the effective date of the merger, all property, whether real or personal, tangible or intangible, rights, privileges causes of action, licenses, trademarks, registrations and every other asset of TKI Foods, Inc. and Freedom Foods, Inc. shall be transferred to and shall vest in Ontario Foods, Incorporated without further act or deed.
7. Upon the effective date of the merger, Ontario Foods, Incorporated shall assume and be liable for al the liabilities, obligations and penalties of TKI Foods, Inc. and Freedom Foods, Inc.
8. The merger shall me made effective April 28, 2000.

IN WITNESS WHEREOF, Ontario Foods, Incorporated, TKI Foods, Inc. and Freedom Foods, Inc. have adopted this Plan of Merger this 10th day of April, 2000.

ONTARIO FOODS, INCORPORATED

By: _____
Karl D. Simonson, President

TKI FOODS, INC.

By: _____
Karl D. Simonson, President

FREEDOM FOODS, INC.

By: _____
Karl D. Simonson, President

EX 170