

REGISTRATION FORM COVER SHEET TRADEMARK

10-05-2000

DEPARTMENT OF COMMERCE
Patent and Trademark Office



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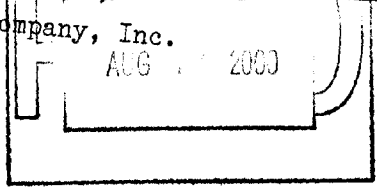
or copy thereof.

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please

1. Name of conveying party(ies):

Sorrento Cheese Company, Inc.



8-14-00

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

4-6-00

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

Execution Date: 12-30-99

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

Name: Sorrento Lactalis, Inc.

Internal Address:

Street Address: 2375 South Park Avenue

City: Buffalo State: NY ZIP: 14230

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

75/469,102
75/839,380
75/839,381

B. Trademark registration No.(s)

228,320	1,822,995	1,903,687
963,768	1,253,876	1,802,870
1,822,996	1,336,984	
1,386,941	1,235,353	

Additional numbers attached? Yes No

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

Name: Phillips, Lytle, Hitchcock, Blaine & Huber LLP

Internal Address: Intellectual Property Group

Street Address: 3400 HSBC Center

City: Buffalo State: NY ZIP: 14203

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 3.41): \$ 340.00
(1 x \$40.00 and 12 x \$25.00 = 340.00)

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

19-3320

(Attach duplicate copy of this page if paying by deposit account)

10/04/2000 GT0N11 00000208 193320 75469102

01 FC:481 40.00 CH
02 FC:482 300.00 CH

DO NOT USE THIS SPACE

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.

Peter K. Sommer, Reg. No. 26,587
Name of Person Signing

Signature

March 31, 2000

CT-07

1991214000843

CERTIFICATE OF MERGER
OF
SORRENTO, INC.
INTO
SORRENTO CHEESE COMPANY, INC.

UNDER SECTION 905 OF THE NEW YORK BUSINESS CORPORATION LAW

1. Sorrento Cheese Company, Inc., pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York hereby certifies as follows:

(a) Sorrento, Inc., corporation of the State of New York owns all of the outstanding shares of Sorrento Cheese Company, Inc., a corporation of the State of New York

(b) The surviving corporation is Sorrento Cheese Company, Inc.

2. As each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

<u>Company</u>	<u>Number and Designation of Outstanding Shares</u>	<u>Name of Class or Series Entitled to Vote as a Class or Series</u>	<u>Number of Shares of Such Class or Series</u>
Sorrento, Inc.	2819 shares of Common Stock- No Par Value	Common	2819
Sorrento Cheese Company, Inc.	200 shares of Common Stock	Common	200

3. (a) The plan of merger adopted by the board of directors of Sorrento Cheese Company, Inc., by resolution, was approved by unanimous written consent by the shareholders of Sorrento Cheese Company, Inc., in accordance with Section 903 of the New York Business Corporation Law;

(b) The plan of merger adopted by the board of directors of Sorrento, Inc., was approved by the unanimous written consent of the shareholders of Sorrento, Inc., in accordance with Section 903 of New York Business Corporation Law; Sorrento, Inc., has complied with the applicable provisions of the laws of the State of New York.

4. The date and place of filing of the certificate of incorporation of each constituent corporation is as follows:

(i) The certificate of incorporation of Sorrento Cheese Company, Inc., was filed by the Secretary of State of the State of New York on June 30, 1986, under the name "Sorrento Cheese Company, Inc."

(ii) The Certificate of Incorporation of Sorrento, Inc., was filed with the Secretary of State of the State of New York on May 31, 1957, under the name "Sorrento Cheese Company, Inc."; the certificate of incorporation was amended on June 30, 1986, upon the change of name to "Sorrento, Incorporated", the corporation further amended its articles of incorporation on July 21, 1986 to reflect the change of name of the corporation to "Sorrento, Inc."

5. The merger shall be effective on December 30, 1999.

IN WITNESS WHEREOF, we have signed this certificate on the 16th day of November, 1999, and we affirm the statements contained therein as true under penalties of perjury.

SORRENTO, INC.

By: 

Paul Bensabat, President

By: FC-1
François Chateau, Assistant Secretary

SORRENTO CHEESE COMPANY, INC.

By: [Signature]
Paul Bensabat, President

By: FC-1
François Chateau, Assistant Secretary

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CT-07

FILED

DEC 14 4 09 PM '99

CERTIFICATE OF MERGER

OF

SORRENTO, INC.
INTO
SORRENTO CHEESE COMPANY, INC.

UNDER SECTION 905
OF THE BUSINESS CORPORATION LAW

RECEIVED

DEC 7 12 03 PM '99

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 14 1999
TAXS
BY: Eric
Eric

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DEC 14 2 16 PM '99

Filed by:

Darrick Grimes
Salans Hertzfeld Heilbronn Christy & Viener
620 Fifth Avenue
New York, NY 10020

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