

10-13-2000

FORM PTO-1594  
1-31-92 □



101486305

IEET

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

BOX ASSIGNMENTS, Commissioner of Patents and Trademarks, Washington, D.C. 20231  
Please record and index the attached original documents or copy thereof.

1. Name of conveying party(ies): American Fine Foods, Inc.  
State of Idaho Corporation

2. Name and address of receiving party(ies):  
Name: Owatonna Canning Company, LLC  
Address: 150 West First Street  
City: New Richmond State: WI Zip: 54017  
Type of Company: A Limited Liability Company  
Corporation-State: Delaware  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designation must be a separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

3. Nature of Conveyance: Merger  
Execution Date: December 31, 1998

4. A. Trademark Application No.(s)

B. Trademark Registration No.(s) 133,799

Additional numbers attached?  Yes  No

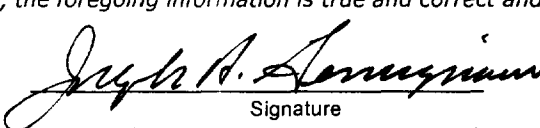
5. Name and address of party to whom correspondence concerning document should be mailed:  
Joseph A. Gemignani  
Michael Best & Friedrich LLP  
Suite 3300  
100 East Wisconsin Avenue  
Milwaukee, WI 53202-4108

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00  
 Enclosed  
 Deficiencies in fee charged to deposit account

8. Deposit account number: 13-3080

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.*  
Joseph A. Gemignani  
Name of Person Signing  
  
Signature  
September 22, 2000  
Date  
Total number of pages including cover sheet, attachments, and document: 3

OMB No. 0651-0011 (exp. 4/04)TFORMITMASSIGN

Attorney File 71002/9036

United States Postal Service Express Mail Mailing Label No. EL716052971US

cc: Docketing

10/13/2000 RTHA1: 00000043 133759

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TRADEMARK  
REEL: 002155 FRAME: 0219

**FILED**  
Dec 31 2 25 PM '99  
*Debra*

**ARTICLES OF MERGER  
OF  
AMERICAN FINE FOODS, INC.  
(an Idaho stock corporation)  
INTO  
OWATONNA CANNING COMPANY, LLC  
(a Delaware limited liability company)**

These Articles of Merger are executed by the undersigned pursuant to Section 31-1-1105 of the Idaho Business Corporation Act (the "IBCA") and Section 18-209 of the Delaware Corporation Law:

**ARTICLE I**

American Fine Foods, Inc., an Idaho corporation, will be the non-surviving corporation.

**ARTICLE II**

Owatonna Canning Company, LLC, a Delaware limited liability company, will be the surviving company.

**ARTICLE III**

The Agreement and Plan of Merger (the "Plan"), as adopted by the Board of Directors of American Fine Foods, Inc. and the managers of Owatonna Canning Company, LLC, is attached hereto as Exhibit A.

**ARTICLE IV**

The Plan was approved by the sole shareholder of American Fine Foods, Inc., in accordance with Section 30-1-1103 of the IBCA.

**ARTICLE V**

The designation and number of outstanding shares of each class of capital stock of American Fine Foods, Inc. entitled to vote on the Plan as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	816,731

12/31/1998 09:00  
CK: CASH CT: 1177 BH: 174839

*C 83869*

**ARTICLE VI**

The number of shares of common stock of American Fine Foods, Inc. voted for the Plan was 816,731; and the number of shares voted against such amendment was zero (0).

**ARTICLE VII**

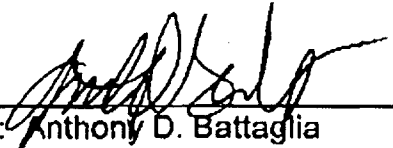
The Plan was approved by the sole member of Owatonna Canning Company, LLC in accordance with Section 18-209 of the Delaware Corporation law.

**ARTICLE VIII**

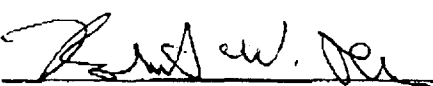
These Articles of Merger, when filed, shall be effective at 11:45 p.m. (eastern time zone) on December 31, 1998.

IN WITNESS WHEREOF, the undersigned officers of Owatonna Canning Company LLC and American Fine Foods, Inc., have executed these Articles of Merger this 31<sup>st</sup> day of December 1998.

**OWATONNA CANNING COMPANY, LLC**

By:   
Name: Anthony D. Battaglia  
Title: Manager

**AMERICAN FINE FOODS, INC.**

By:   
Name: Robert W. Olson  
Title: Vice President and Secretary

This instrument was drafted by and is returnable to:  
Barbara Wagner, Esq.  
Associate General Counsel  
Chiquita Brands International, Inc.  
250 E. Fifth Street  
Cincinnati, Ohio 45202  
(513) 784-8616