

10-13-2000

FORM PTO-1594
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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): Stokely USA, Inc. and Friday Canning Corporation

State of Wisconsin Corporations

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

Name: American Fine Foods, Inc.

Address: P. O. Box 460

City: Payette State: Idaho Zip: 83661

3. Nature of Conveyance: Merger

Execution Date: December 31, 1998

Type of Company: A Corporation
Corporation-State: Idaho

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

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

September 22, 2000
Date

Total number of pages including cover sheet, attachments, and document: 4

OMB No. 0651-0011 (exp. 4/94)TFORM:TMASIGN

Attorney File 71002/9036

United States Postal Service Express Mail Mailing Label No. EL716052999US

cc: Docketing

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REEL: 002155 FRAME: 0240

FILED
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**ARTICLES OF MERGER
OF
STOKELY USA, INC.
(a Wisconsin corporation)
AND
FRIDAY CANNING CORPORATION
(a Wisconsin corporation)
INTO
AMERICAN FINE FOODS, INC.
(an Idaho stock corporation)**

These Articles of Merger are executed by the undersigned pursuant to Section 180.1105 of the Wisconsin Business Corporation Law (the "WBCL") and Section 31-1-1105 of the Idaho Business Corporation Act (the "IBCA"):

ARTICLE I

Stokely USA, Inc., and Friday Canning Corporation, each a Wisconsin corporation, will be the non-surviving corporations.

ARTICLE II

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

ARTICLE III

The Plan of Merger (the "Plan"), as adopted by the Boards of Directors of Stokely USA, Inc., Friday Canning Corporation and American Fine Foods, Inc. is attached hereto as Exhibit A.

ARTICLE IV

The Plan was approved by the sole shareholder of Stokely USA, Inc. and otherwise in accordance with Section 180.1103 of the WBCL.

IDAHO SECRETARY OF STATE

12/30/1998 09:00
CX: 49160 CT: 1177 IN: 174418
18 20.00 = 30.00 MERGER 02

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ARTICLE V

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

<u>Class</u>	<u>Number of Shares</u>
Common	47,467,434

ARTICLE VI

The number of shares of common stock of Stokely USA, Inc. voted for the Plan was 47,467,434; and the number of shares voted against such amendment was zero (0).

ARTICLE VII

The plan was approved by the sole shareholder of Friday Canning Corporation and otherwise in accordance with Section 180-1103 of the WBCL.

ARTICLE VIII

The designation and number of outstanding shares of each class of capital stock of Friday Canning Corporation entitled to vote on the Plan as a class were as follows:

<u>Class</u>	<u>Number of Shares</u>
Common	1,381
Class B Non -Voting	6,779

ARTICLE IX

The number of shares of common stock of Friday Canning Corporation voted for the Plan was 1,381; the number of shares of Class B Non-Voting stock of Friday Canning Corporation voted for the Plan was 6,779; and the number of shares voted against the Plan was zero (0).

ARTICLE X

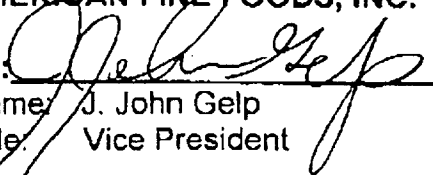
Shareholder approval of the Plan by the sole shareholder of American Fine Foods, Inc. was not required in accordance with Section 30-1-1103(7) of the IBCA.

ARTICLE XI

These Articles of Merger, when filed, shall be effective at 11:30 p.m. (eastern time zone) on December 31, 1998.

IN WITNESS WHEREOF, the undersigned officer of American Fine Foods, Inc., has executed these Articles of Merger as of this 30th day of December 1998.

AMERICAN FINE FOODS, INC.

By: 
Name: J. John Gelp
Title: Vice President

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