

11-14-2000



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID #

Correction of PTO Error
Reel # Frame #

Corrective Document
Reel # Frame #

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="1921107"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Janice M. Nicols
Name of Person Signing

Janice M. Nicols
Signature

October 11, 2000
Date Signed

TRADEMARK

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration Nos.: 1,921,107)
)
Issued: September 19, 1995)
) **ASSIGNMENT OF**
) **TRADEMARK**
Registrant: Colombian Carnations, Inc., a Florida corporation) **REGISTRATION**
)
Owner: Dole Fresh Flowers, Inc., a Delaware corporation)
)
Class No.: 31)
)
Marks: **SIGNATURE EDITION**)

WHEREAS, pursuant to the Articles of Merger and attachments thereto (attached hereto as Exhibit A) filed with the Secretary of State, State of Florida on June 30, 1999, effective July 1, 1999, Colombian Carnations, Inc., a Florida corporation, the registrant of U.S. Trademark Registration No. 1,921,107, merged with and into Dole Fresh Flowers, Inc., a Delaware corporation; and

WHEREAS, pursuant to the Articles of Merger, upon the effective date of the merger, all assets of Colombian Carnations, Inc., a Florida corporation, including all rights, title and interest in and to U.S. Trademark Registration No. 1,921,107 for **SIGNATURE EDITION**, became the assets of Dole Fresh Flowers, Inc., a Delaware corporation;

NOW, THEREFORE, pursuant to the Articles of Merger and attachments thereto, Dole Fresh Flowers, Inc., a Delaware corporation, does hereby confirm and ratify its ownership of all rights, title and interest in and to the above-captioned trademark and its registration, together with the goodwill of the business symbolized by the mark effective as of July 1, 1999.

DOLE FRESH FLOWERS, INC.,
a Delaware corporation,

Dated : June 9, 2000



Janice M. Nicols, Assistant Secretary



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 2, 1999

CSC
1201 Hays Street
Tallahassee, FL 32301

Re: Document Number P34917

The Articles of Merger for DOLE FRESH FLOWERS, INC., the surviving Delaware corporation, were filed on June 30, 1999, effective July 1, 1999.

Should you have any questions regarding this matter, please feel free to telephone (850) 487-6050, the Amendment Filing Section.

Annette Ramsey
Corporate Specialist
Division of Corporations

Letter Number: 199A00034962

7/1/99

99 JUN 30 PM 4:32
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
COLOMBIAN CARNATIONS, INC. ✓
AND
DOLE FRESH FLOWERS, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging Colombian Carnations, Inc. with and into Dole Fresh Flowers, Inc.
2. The shareholders of Colombian Carnations, Inc. entitled to vote on the aforesaid Agreement and Plan of Merger approved and adopted the Agreement and Plan of Merger by written consent given by them on June 24, 1999 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of Colombian Carnations, Inc. with and into Dole Fresh Flowers, Inc. is permitted by the laws of the jurisdiction of organization of Dole Fresh Flowers, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Agreement and Plan of Merger by the shareholders of Dole Fresh Flowers, Inc. was June 25, 1999.
4. The effective time and date of the merger herein provided for in the State of Florida shall be July 1, 1999.

Executed on June 28, 1999.

COLOMBIAN CARNATIONS, INC.

By: 
David W. Perrigo
Its: Vice President—Taxes

DOLE FRESH FLOWERS, INC.

By: 
Beth Potillo
Its: Treasurer

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER approved as of June 25, 1999, by Colombian Carnations, Inc., which is a business corporation organized under the laws of the State of Florida, and by resolution adopted by its Shareholder and Board of Directors as of said date, and approved as of June 24, 1999, by Dole Fresh Flowers, Inc., which is a business corporation organized under the laws of the State of Delaware, and by resolution adopted by its Shareholder and Board of Directors as of the 25th day of June, 1999.

1. Colombian Carnations, Inc. and Dole Fresh Flowers, Inc. shall, pursuant to the provisions of the General Corporation Law of the State of Florida and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, Dole Fresh Flowers, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometime hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Colombian Carnations, Inc., which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease upon the effective date of the merger in accordance with the provisions of the General Corporation Law of the State of Florida.

2. Inasmuch as it is not desired to amend or change the Articles of Incorporation of the Surviving Corporation in any manner under the provisions of the merger herein provided for, the Articles of Incorporation of the Surviving Corporation upon the effective date of the merger in the State of Delaware shall continue to be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

3. The Bylaws of the Surviving Corporation as in force and effect upon the effective date of the merger in the State of Delaware shall continue to be the Bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger in the State of Delaware shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. Each share of the capital stock of the Terminating Corporation issued and outstanding at the effective date of the merger shall, by virtue of the merger and without

any action upon the part of the holder thereof, no longer be issued and outstanding and shall be canceled and retired and shall thereupon cease to exist. Each share of the capital stock of the Surviving Corporation issued and outstanding at the effective date of the merger shall be unaffected by the merger and remain issued and outstanding.

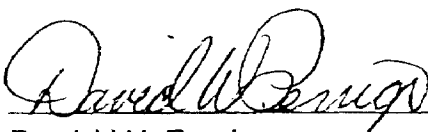
6. In the event that the merger of the Terminating Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the General Corporation Law of the State of Florida and in accordance with the provisions of the General Corporation Law of the State of Delaware, the Terminating Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or to put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

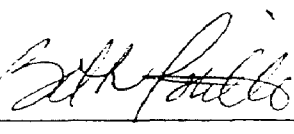
8. The merger of Colombian Carnations, Inc. with and into Dole Fresh Flowers, Inc. shall become effective in the State of Delaware upon the filing of the Articles of Merger with the Delaware Corporation Commission.

In Witness Whereof, the parties have executed this Agreement and Plan of Merger this 28th day of June, 1999.

COLOMBIAN CARNATIONS, INC.

By: 
David W. Perrigo
Its: Vice President—Taxes

DOLE FRESH FLOWERS, INC.

By: 
Beth Potillo
Its: Treasurer