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- New
- Resubmission (Non-Recordation)
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
12 31 1986
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

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Other

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Method of Payment: Enclosed Deposit Account

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Daniel M. Carson

10/13/00

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Signature

Date Signed

86636512.

FILED 10:30 AM

DEC 31 1968

Michael H. Hales
SECRETARY OF STATE

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

MARYLAND CUP CORPORATION

INTO

LILY-TULIP, INC.

(Pursuant to Section 253 of the
General Corporation Law of the State of Delaware
and Section 3-106 of the General Corporation Law
of the State of Maryland)

Lily-Tulip, Inc., a Delaware corporation (the
"Company"), does hereby certify:

FIRST: That the Company is incorporated pursuant to the General Corporation Law of the State of Delaware ("GCL").

SECOND: That the Company owns all of the outstanding shares of each class of the capital stock of Maryland Cup Corporation, a Maryland corporation ("MC").

THIRD: That the name of the corporation surviving the merger is Lily-Tulip, Inc. (the "Surviving Corporation").

00007

FOURTH: That the Company, by the following resolutions of its Board of Directors, duly adopted by written consent in lieu of a meeting, determined to merge MC into itself on the conditions set forth in such resolutions:

RESOLVED, that, immediately following the merger of Sweetheart Holding Corp., a Maryland corporation, with and into the Company, Maryland Cup Corporation, a Maryland corporation ("MC"), merge with and into the Company (the "Merger") and the Company assume and does hereby assume all of its obligations in accordance with Section 253 of the General Corporation Law of the State of Delaware (the "DGCL") and Section 3-106 of the Maryland General Corporation Law (the "MGCL"), that the Company be the surviving corporation in the Merger and that none of its name, charter provisions, by-laws, officers or directors shall be changed as a result of such Merger, and that the proper officers of the Company be, and they hereby are, authorized and directed for and on behalf of the Company to take any and all action and to execute and deliver any and all documents as such officers may determine to be necessary or appropriate to effectuate the foregoing and carry out the purposes thereof, including but not limited to the execution, acknowledgement and filing of a Certificate of Ownership and Merger with respect to the Merger in accordance with Section 253 of the DGCL and Articles of Merger with respect to the Merger pursuant to Section 3-106 of the MGCL, the taking of any such action and the execution of any such agreement or document conclusively to evidence the due authorization thereof by the Board of Directors; provided, however, that at any time prior to the filing of said Certificate of Ownership and Merger and Articles of Merger the Merger may be terminated or this resolution may be amended in accordance with Section 251(d) of the General Corporation Law of the State of Delaware; and further

RESOLVED, that the Board of Directors of the Company intends that the effect of the Merger shall be a complete liquidation of MC pursuant to Section 332 of the Internal Revenue Code of 1986.

00008

IN WITNESS WHEREOF, the Company has caused its corporate seal to be affixed to, and this Certificate of Ownership and Merger to be executed in its corporate name by Paul J. Schierl, its President, and attested to by James W. Nellen II, its Secretary, this 31st day of December, 1986.



LILY-TULIP, INC.

By: Paul J. Schierl
Paul J. Schierl
President

ATTEST:

By: James W. Nellen II
James W. Nellen II
Secretary

00009

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MARYLAND CUP CORPORATION", A MARYLAND CORPORATION,
WITH AND INTO "LILY-TULIP, INC." UNDER THE NAME OF
"LILY-TULIP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1986, AT 10:30
O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7977147

DATE: 06-07-96