

12-15-2000

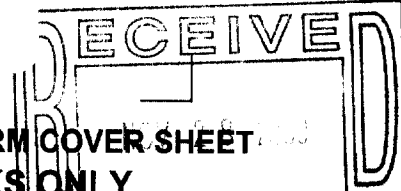
FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027



U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

*ms*  
*11.28.00*

101551621



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 Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

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)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership
- Corporation  Association
- Other

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.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

12/14/2000 MTHA11 00000273 75337920

01 FC: 81  
02 FC: 82

40.00 GP  
100.00 GP

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

TRADEMARK  
REEL: 2194 FRAME: 0898

**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" value="75337920"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text" value="2139163"/>	<input type="text" value="2197890"/>	<input type="text" value="2199767"/>
<input type="text" value="2224289"/>	<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.

Scott W. Goode, Esq.

*Scott W. Goode*

11/28/00

Name of Person Signing

Signature

Date Signed

**Secretary of State**  
**Corporations Division**  
**Suite 315, West Tower**  
**2 Martin Luther King Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 983500644  
CONTROL NUMBER: 9302476  
EFFECTIVE DATE: 12/31/1998  
REFERENCE : 0045  
PRINT DATE : 12/16/1998  
FORM NUMBER : 411

CSC  
HEATHER KLINZING  
100 PEACHTREE ST.  
ATLANTA, GA 30303

**CERTIFICATE OF MERGER**

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:  
**NEW ATLANTA DAIRIES, INC.**  
a Georgia corporation

Nonsurviving Entity/Entities:  
**KINNETT DAIRIES, INC.**  
a Georgia corporation



*Lewis A. Massey*

Lewis A. Massey  
Secretary of State

983500644

**ARTICLES OF MERGER**

**OF**

**KINNETT DAIRIES, INC.**

7309085

**AND**

**NEW ATLANTA DAIRIES, INC.**

9302416

To the Secretary of State  
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the domestic corporations named herein do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Kinnett Dairies, Inc., (hereinafter referred to as "Kinnett Dairies") with and into New Atlanta Dairies, Inc. (hereinafter referred to as "New Atlanta Dairies"), as adopted at a meeting by the Board of Directors of Kinnett Dairies on September 30, 1998, and adopted at a meeting by the Board of Directors of New Atlanta Dairies on September 30, 1998.

2. The merger was duly approved by the shareholders of Kinnett Dairies and New Atlanta Dairies, respectively.

3. New Atlanta Dairies will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Georgia Business Corporation Code.


4. This Article constitutes an undertaking by the surviving corporation that the request for the publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

5. The merger provided for herein shall take effect at 11:59 p.m. on December 31, 1998.

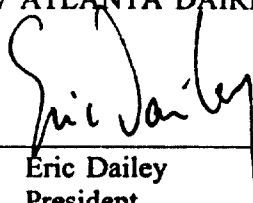
6

Executed on October 30, 1998.

KINNETT DAIRIES, INC.

By:   
Name: ALNASHIR LAKHA  
Title: Secretary

NEW ATLANTA DAIRIES, INC.

By:   
Eric Dailey  
President

SECRETARY OF STATE  
DEC 15 11 07 AM '98

## PLAN OF MERGER

PLAN OF MERGER adopted by Kinnett Dairies, Inc., a corporation for profit organized under the laws of the State of Georgia by resolution of its Board of Directors on September 30, 1998, and adopted on October 1, 1998, by New Atlanta Dairies, Inc., a corporation for profit organized under the laws of the State of Georgia, by resolution of its Board of Directors on September 30, 1998. Both constituent corporations are wholly-owned subsidiaries of Parmalat USA Corp., a New York corporation, with its principal office in New Jersey. Both constituent corporations desire that Kinnett Dairies, Inc. shall merge with and into New Atlanta Dairies, Inc. as hereinafter provided.

1. Kinnett Dairies, Inc. and New Atlanta Dairies, Inc. shall, pursuant to the provisions of the Georgia Business Corporation Code, be merged with and into a single corporation, to wit, New Atlanta Dairies, Inc. which shall be the surviving corporation when the merger takes effect and which is 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 Georgia Business Corporation Code. The separate existence of Kinnett Dairies, Inc. which is hereinafter referred to as the "Non-Surviving Corporation", shall cease when the merger takes effect in accordance with the provisions of the Georgia Business Corporation Code.

2. The Articles of Incorporation of the Surviving Corporation upon the effective date of the merger shall 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 Georgia Business Corporation Code.

3. The present bylaws of the Surviving Corporation will 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 Georgia Business Corporation Code.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation thereafter, 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. Every ten (10) issued shares of the Non-Surviving Corporation shall, upon the effective date of the merger, be converted into one share of the Surviving Corporation. Fractional shares shall be rounded upwards to the nearest whole number

of shares. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation. This exchange shall be treated as a merger under Sec. 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of the Non-Surviving Corporation and to the sole shareholder of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporation and by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Georgia Business Corporation Code, the Non-Surviving 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 Georgia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. In such case, the Board of Directors and the proper officers of the Non-Surviving Corporation and 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 put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date and time of the merger in the State of Georgia shall be on December 31, 1998 at 11:59 p.m.

To the Fulton County Daily Report  
190 Pryor Street, S.W.  
Atlanta, GA 30303

Dear Sirs:

You are requested to publish, once a week for two consecutive weeks, commencing within ten days after your receipt of this letter, a notice in the following form:

"NOTICE OF MERGER

Notice is given that Articles of Merger, which will effect a merger by and between Kinnett Dairies, Inc., a corporation organized in the State of Georgia, and New Atlanta Dairies, Inc., a corporation organized in the State of Georgia, has been delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The name of the surviving corporation in the merger is New Atlanta Dairies, Inc. The registered office of such corporation will be located at 1275 Peachtree Street, Atlanta, GA 30309, and its registered agent at such address is William Long III."

Enclosed is a check in the amount of \$40 in payment of the cost of publishing this notice.

Very truly yours,

Corporation Service Company  
100 Peachtree Street  
Atlanta, Georgia 30303

By: \_\_\_\_\_

Dated: \_\_\_\_\_, 1998

SECRETARY OF STATE  
DEC 16 11 07 AM '98  
B.S. 1117

TRADEMARK

REEL: 2194 FRAME: 0905



# Secretary of State

## Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K91030288  
CONTROL NUMBER : K302476  
DATE INC/AUTH/FILED: 02/02/1993  
JURISDICTION : GEORGIA  
PRINT DATE : 04/13/1999  
FORM NUMBER : 215

### DOCUMENT RESOURCES

JENNIFER STOREY

245 PEACHTREE CENTER AVE. #1400

ATLANTA, GA 30303

### CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

**NEW ATLANTA DAIRIES, INC.  
A DOMESTIC PROFIT CORPORATION**

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox  
Secretary of State

RECORDED: 11/28/2000

**TRADEMARK**  
REEL: 2194 FRAME: 0906