

02-15-2001

COVER SHEET ONLY



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To the Honorable Commiss

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Record the attached original d

1-19-2001

1. Name of conveying party(ies):

Slim-Fast Foods Company

Ken Leonard  
1-19-01

- Individual(s) Association
General Partnership Limited Partnership
Corporation-State
Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger
Security Agreement Change of Name
Other

Execution Date: December 21, 2000

2. Name and address of recipient:

Name: Conopco, Inc.

Internal Address:

Street Address: 390 Park Avenue

City: New York State: NY ZIP: 10022

- Individual(s) citizenship
Association
General Partnership
Limited Partnership
Corporation-State New York
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s) 74/589,103

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Ken Leonard

Name:

Internal Address: Unilever-HPC

Street Address: 33 Benedict Place

City: Greenwich State: CT ZIP: 06830

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$ 40.00

- Enclosed
Authorized to be charged to deposit account

8. Deposit account number:

03-1595

(Attach duplicate copy of this page if paying by deposit account)

02-15-2001 DBYRNE 00000044 031595 74589103
01 FC:481 40.00 CH

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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.

Jennifer L. Davies

Name of Person Signing

Signature

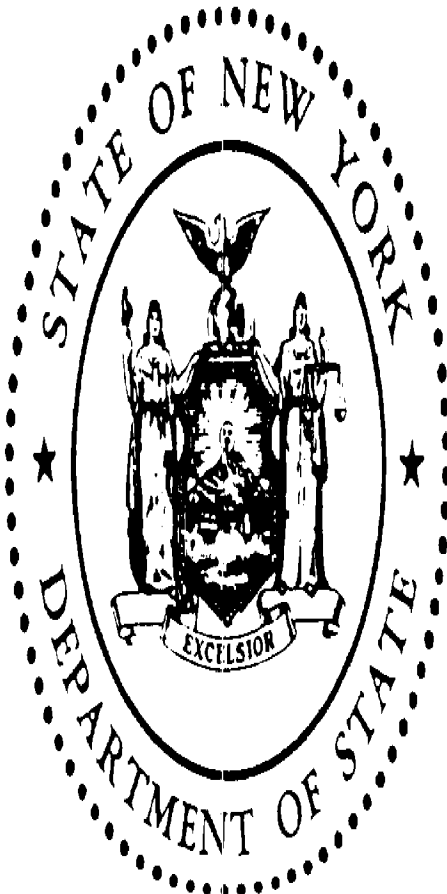
1/19/01 Date

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

*State of New York* }  
*Department of State* } SS:

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* JAN 04 2001



A handwritten signature in black ink, appearing to read "J. Gluck", written in a cursive style.

*Special Deputy Secretary of State*

F 001228000 189  
05-27

CERTIFICATE OF MERGER  
OF  
SLIM-FAST FOODS COMPANY  
INTO  
CONOPCO, INC.

UNDER SECTION 904 OF THE BUSINESS CORPORATION LAW

We, the undersigned, A. Peter Harwich and David J. Strickland, III being respectively the vice-president and the assistant secretary of Conopco, Inc. , and Ronald M. Soiefer and Anthony B. Radin being respectively the vice-president and the assistant secretary of Slim-Fast Foods Company hereby certify:

1. (a) The name of each constituent corporation is as follows:

Conopco, Inc., originally incorporated as <sup>THE</sup> Chesebrough Manufacturing Company New York  
CONSOLIDATED  
Slim-Fast Foods Company Delaware

(b) The name of the surviving corporation is Conopco, Inc. and following the merger its name shall be Conopco, Inc.

2. As each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof as follows:

Name of Corporation	Designation and number of shares in each class or series outstanding	Class or series of shares entitled to vote	Shares entitled to vote as a class or series
Conopco, Inc.	100, 011 Class A	Class A	100, 011
Slim-Fast Foods Company	5,000,000 Class A	Class A	5,000,000

3. The date when the certificate of incorporation of each constituent corporation was filed by the Department of State is as follows:

NAME OF CORPORATION	DATE OF INCORPORATION	
CONOPCO, INC.	MAY 11, 1880	
NAME OF CORPORATION	QUALIFICATION DATE	STATE/DATE OF INCORPORATION
SLIM-FAST FOODS COMPANY	OCTOBER 30, 1990	DELAWARE/MARCH 26, 1990

4. The merger was adopted by the New York constituent corporation in the following manner: As to Conopco, Inc. by the written consent of the shareholders given in accordance with Section 615 of the

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Business Corporation Law, written notice having been duly given to nonconsenting shareholders as and to the extent required by such Section.

Slim-Fast Foods Company has complied with the applicable provisions of the laws of the State of Delaware in which it is incorporated and this merger is permitted by such laws. The manner in which the merger was authorized with respect to said corporation was by written consent of the board of directors and the sole stockholder.

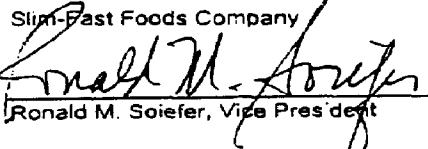
5. The merger shall be effective on the 31<sup>st</sup> day of December, 2000.

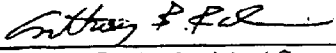
IN WITNESS WHEREOF, we have signed this certificate on the 21<sup>st</sup> day of December, 2000 and we affirm the statements contained therein as true under penalties of perjury.

Canopco, Inc.

  
A. Peter Harwich, Vice President

  
David J. Strickland, III, Assistant Secretary

Slim-Fast Foods Company  
  
Ronald M. Soiefer, Vice President

  
Anthony B. Radin, Assistant Secretary

CT-07

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CERTIFICATE OF MERGER

OF

SLIM-FAST FOODS COMPANY

INTO

CONOPCO, INC.

UNDER SECTION 904 OF THE  
BUSINESS CORPORATION LAW

DEC 28 10 34 AM '00

*mc*

*jac*

STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED DEC 28 2000

TAX \$

BY:

*mc*  
*ny*

UNILEVER UNITED STATES, INC.  
390 PARK AVENUE  
NEW YORK, NY 10022

DRAWDOWN

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001228000 201

RECORDED: 01/19/2001

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