

06-25-2001

Form PTO-1595
1-31-92



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

8-29-97

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TRADEMARKS

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Iberia Foods Corp.

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

Additional name(s) of conveying party(ies) attached?
 yes no

2. Name and address of receiving party(ies)?
Iberia Foods Corp.
International Plaza
P.O. Box 8000
Englewood Cliffs, NJ 07632

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-Delaware
 Other

Additional name(s) & address(es) attached?
 yes no

Appointment of Domestic Representative attached?
 yes no

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Names
 Other

Execution Date: May 14, 1994

4. Application number(s) or registration number(s): 954,152 & 1,043,055

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)	B. Trademark Registration No.(s)
	954,152 1,043,055
Additional numbers attached?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

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

SUGHRUE, MION, ZINN, MACPEAK & SEAS, PLLC
2100 Pennsylvania Avenue, N.W.
Suite 800
Washington, D.C. 20037-3213

Attn: W. Mack Webner

6. Total number of applications and registration involved:
2

7. Total Fee (37 CFR 3.41): \$185.00
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 03-3275.
 Authorized to be charged to Deposit Account

8. Deposit Account No. 03-3275
 (Attach dupl. copy of this page if paying by Deposit Account)

DO NOT WRITE IN THIS SPACE

Charge 65

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.

Mitchell A. Shank
Name

6-25-01
Date

TOTAL NUMBER OF PAGES COMPRISING COVER SHEET, ATTACHMENTS AND DOCUMENT:

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

Do not detach this portion

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

TRADEMARK
REEL: 002275 FRAME: 0505

*State of Delaware**Office of the Secretary of State*

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"IBERIA FOODS CORP.", A NEW YORK CORPORATION,
WITH AND INTO "IBERIA FOODS CORP." UNDER THE NAME OF "IBERIA FOODS CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF MAY, A.D. 1994, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



William T. Quillen

William T. Quillen, Secretary of State

2360910 8100M

AUTHENTICATION: 7125769

944090118

DATE: 05-20-94

TRADEMARK
REEL: 002275 FRAME: 0506

**CERTIFICATE OF MERGER
OF
IBERIA FOODS CORP.,
a New York corporation
INTO
IBERIA FOODS CORP.,
a Delaware corporation**

The undersigned, a Delaware corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Iberia Foods Corp.	New York
Iberia Foods Corp.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is Iberia Foods Corp., a Delaware corporation.

FOURTH: That the Certificate of Incorporation of Iberia Foods Corp., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: That the executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is International Plaza, P.O. Box 8000, Englewood Cliffs, New Jersey 07632.

SIXTH: That a copy of the Agreement of Merger will be furnished on request and without cost, to any stockholder of any constituent corporation.

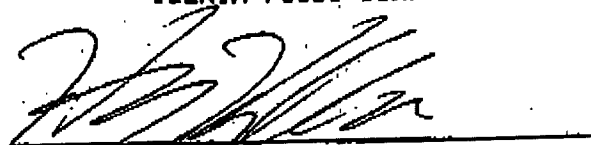
SEVENTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

<u>Corporation</u>	<u>Class</u>	<u>Number of Shares</u>	<u>Par value per share or statement that shares are without par value</u>
Iberia Foods Corp., a New York corporation	Common	1,000	\$.01 par value per share

Dated: May 14, 1994

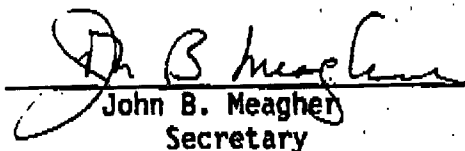
IBERIA FOODS CORP.

By:



Hanes A. Heller
President

ATTEST:


John B. Meagher
Secretary

DOCS:prw/19

UNITED STATES OF AMERICA)
)
 STATE OF NEW JERSEY) ss.
)
 COUNTY OF BERGEN)

On this 14th day of May, 1994, before me, a Notary Public of the State of New Jersey, United States of America, personally came Hanes A. Heller, to me known, and known to me to be President of Iberia Foods Corp., a Delaware corporation, the corporation described in and which executed the attached Certificate of Merger; who, being by me duly sworn, did depose and say that he knows the seal of said corporation; that the seal affixed to said instrument was such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Carolyn B. Magarro

 Notary Public

CAROLYN B. MAGARRO
 A Notary Public of New Jersey
 My Commission Expires December 9, 1995

FORMS:prw/50