

04-25-2001



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**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

APR 16 2001

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
- Effective Date
Month Day Year

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/AK/A/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership 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.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

04/26/2001 LMUELLER 00000059 2077155

01 FC:481 40.00 OP
02 FC:482 25.00 OP

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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" value="2077155"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2163140"/>	<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.)

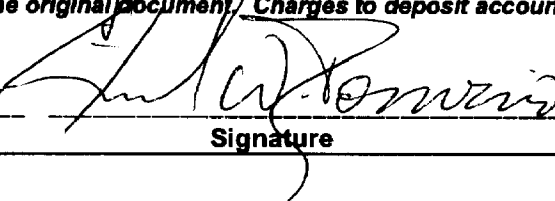
Deposit Account Number: #

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.

Frank W. Bonvino, Secretary



04/03/01

Name of Person Signing

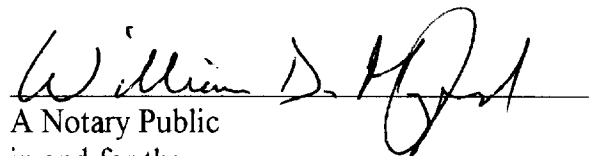
Signature

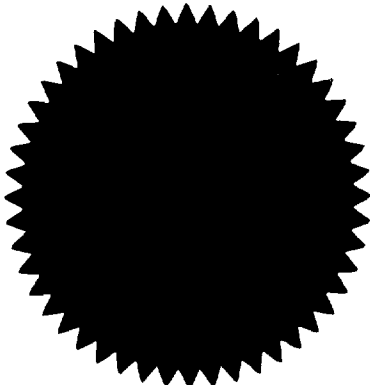
Date Signed

C A N A D A)
)
PROVINCE OF ONTARIO)
)
CITY OF TORONTO)
)
TO WIT:)

I, WILLIAM DONALD MUGFORD, a Notary Public in and for the Province of Ontario, by Royal Authority duly appointed, residing in the City of Toronto in the said Province, DO HEREBY CERTIFY that the paper writing hereto annexed, the first page of which is stamped with an impression of my seal, is a true and correct photostatic copy of a document produced and shown to me out of custody of Blake, Cassels & Graydon LLP, Toronto, Ontario and purporting to be the original Certificate and Articles of Amalgamation of ROBIN HOOD MULTIFOODS INC. issued by the Ontario Ministry of Consumer and Commercial Relations and dated December 24, 2000, the said photostatic copy having been compared by me, page for page, with the said original document, an act whereof being requested I have granted the same under my hand and notarial seal of office to serve and avail as occasion shall or may require.

DATED at Toronto this 3rd day of January, 2001.


A Notary Public
in and for the
Province of Ontario



Form 4
Business
Corporations
Act
Formule 4
Loi sur les
sociétés par
actions

5. A) The amalgamation agreement has been duly adopted by the shareholders of each of the amalgamating corporations as required by subsection 176(4) of the Business Corporations Act on the date set out below.

A) Les actionnaires de chaque société qui fusionne ont dûment adopté la convention de fusion conformément au paragraphe 176(4) de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

X
CHECK COCHER
A OR B A OU B

B) The amalgamation has been approved by the directors of each amalgamating corporation by a resolution as required by section 177 of the Business Corporations Act on the date set out below.

The articles of amalgamation in substance contain the provisions of the articles of incorporation of

B) Les administrateurs de chaque société qui fusionne ont approuvé la fusion par voie de résolution conformément à l'article 177 de la Loi sur les sociétés par actions à la date mentionnée ci-dessous.

Les statuts de fusion reprennent essentiellement les dispositions des statuts constitutifs de

and are more particularly set out in these articles.

et sont énoncés textuellement aux présents statuts.

Names of amalgamating corporations Dénomination sociale des sociétés qui fusionnent	Ontario Corporation Number Numéro de la société en Ontario	Date of Adoption/Approval Date d'adoption ou d'approbation
Robin Hood Multifoods Inc.	908812	December 20, 2000
Multifoods Inc.	856499	December 20, 2000

Document prepared by
Blake, Cassels &
Graydon LLP
Barristers and Solicitors
Toronto, Ontario

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6. Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise:

Limites, s'il y a lieu, imposées aux activités commerciales ou aux pouvoirs de la société :

None

7. The classes and any maximum number of shares that the corporation is authorized to issue:

Catégories et nombre maximal, s'il y a lieu, d'actions que la société est autorisée à émettre :

The Corporation is authorized to issue an unlimited number of shares of one class designated as common shares.

Form 4
Business
Corporations
Act

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sociétés par
actions

8. Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series:

Droits, privilèges, restrictions et conditions, s'il y a lieu, rattachés à chaque catégorie d'actions et pouvoirs des administrateurs relatifs à chaque catégorie d'actions qui peut être émise en série :

Not applicable.

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9. The issue, transfer or ownership of shares is / is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est / n'est pas restreint. Les restrictions, s'il y a lieu, sont les suivantes :

No share or shares in the capital of the Corporation shall be transferred without the consent of either (a) a majority of the directors of the Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or (b) the holders of at least 51% of the outstanding common shares of the Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding common shares of the Corporation.

10. Other provisions, if any:

Autres dispositions, s'il y a lieu :

Limitation on Number of Shareholders

The number of shareholders of the Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Corporation, is limited to 50, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder.

No Public Distribution

Any invitation to the public to subscribe for securities of the Corporation is prohibited.

11. The statements required by subsection 178(2) of the Business Corporations Act are attached as Schedule "A".
12. A copy of the amalgamation agreement or directors resolutions (as the case may be) is/are attached as Schedule "B".

Les déclarations exigées aux termes du paragraphe 178(2) de la Loi sur les sociétés par actions constituent l'annexe "A".

Une copie de la convention de fusion ou les résolutions des administrateurs (selon le cas) constitue(nt) l'annexe "B".

TRADEMARK

REEL: 002279 FRAME: 0663

Form 4
Business
Corporations
Act
Formule 4
Loi sur les
sociétés par
actions

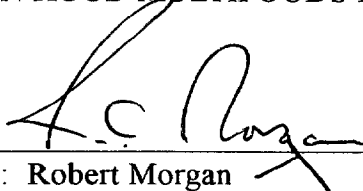
These articles are signed in duplicate.

Les présents statuts sont signés en double
exemplaire.

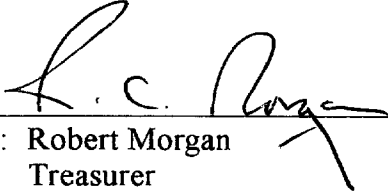
Names of the amalgamating corporations and
signatures and descriptions of office of their proper
officers.

Dénomination sociale des sociétés qui fusionnent,
signature et fonction de leurs dirigeants
régulièrement désignés.

ROBIN HOOD MULTIFOODS INC;

By: 
Name: Robert Morgan
Title: Treasurer

MULTIFOODS INC.

By: 
Name: Robert Morgan
Title: Treasurer

Document prepared by
Blake, Cassels &
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SCHEDULE "A"


STATEMENT OF DIRECTOR OR OFFICER OF
ROBIN HOOD MULTIFOODS INC.

1. I, Robert C. Morgan, am the Treasurer of Robin Hood Multifoods Inc. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: December 20, 2000



Robert C. Morgan

SCHEDULE "A"

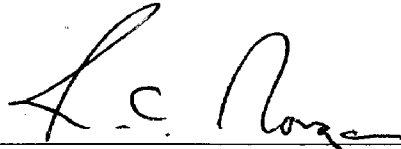
STATEMENT OF DIRECTOR OR OFFICER OF
MULTIFOODS INC.

1. I, Robert C. Morgan, am the Treasurer of Multifoods Inc. (the "Corporation"), one of the amalgamating corporations listed in the Articles of Amalgamation to which this statement is attached.

2. Having conducted such examinations of the books and records of the Corporation and having made such inquiries and investigations as are necessary to enable me to make this statement, I hereby state that there are reasonable grounds for believing that:

- (a) the Corporation is and the amalgamated corporation will be able to pay its liabilities as they become due;
- (b) the realizable value of the assets of the amalgamated corporation will not be less than the aggregate of its liabilities and stated capital of all classes; and
- (c) no creditor will be prejudiced by the amalgamation.

DATED: December 20, 2000



Robert C. Morgan

SCHEDULE "B"

This Amalgamation Agreement entered into this 20th day of December, 2000.

AMONG:

ROBIN HOOD MULTIFOODS INC.,
a corporation incorporated under the *Business Corporations Act*,

(hereinafter sometimes called "Robin Hood")

OF THE FIRST PART

- and -

MULTIFOODS INC.,
a corporation incorporated under the *Business Corporations Act*,

(hereinafter sometimes called "Multifoods")

OF THE SECOND PART

WITNESSES:

WHEREAS the parties hereto acting under the authority contained in the *Business Corporations Act* have agreed to amalgamate upon the terms and conditions hereinafter set out;
and

WHEREAS the parties hereto have each made full disclosure to the other of all their respective assets and liabilities; and

WHEREAS it is desirable that the said amalgamation should be effected on December 24, 2000;

NOW THEREFORE the parties hereto have agreed as follows:

1. Definitions In this Agreement, the expressions "Act" means the *Business Corporations Act*, "Amalgamating Corporation" means each of the parties hereto and "Amalgamated Corporation" means the corporation continuing from the amalgamation of the parties hereto.

2. Amalgamation Each of the Amalgamating Corporations hereby agrees to amalgamate under the provisions of the Act and to continue as one corporation under the terms and conditions hereinafter set out.

3. Name The name of the Amalgamated Corporation shall be ROBIN HOOD MULTIFOODS INC.

4. Registered Office Until changed in accordance with the Act, the place in Ontario where the registered office of the Amalgamated Corporation shall be situate is the Regional Municipality of York and the address of the registered office shall be 60 Columbia Way, Markham, Ontario L3R 0C9.

5. Business There shall be no restrictions on the business the Amalgamated Corporation may carry on.

6. By-Laws The by-laws of Robin Hood shall, to the extent not inconsistent with this Agreement, be the by-laws of the Amalgamated Corporation, until repealed or amended. A copy of the proposed by-laws may be examined at the offices of Robin Hood located at 60 Columbia Way, Markham, Ontario L3R 0C9.

7. Classes and Number of Shares Authorized The Amalgamated Corporation shall be authorized to issue an unlimited number of shares of one class designated as common shares.

8. Issued Shares The issued shares of the Amalgamating Corporations shall be converted into issued common shares of the Amalgamated Corporation as follows:

- (a) the 746.5491 issued common shares of Robin Hood shall be converted into 746.5491 issued common shares of the Amalgamated Corporation; and
- (b) all of the issued shares of Multifoods, a wholly-owned subsidiary of Robin Hood, shall be cancelled without any repayment of capital in respect thereof.

After the endorsement of the certificate on the articles of amalgamation, the shareholders of each of the Amalgamating Corporations, shall, when requested by the Amalgamated Corporation, surrender any certificates representing shares held by them in the Amalgamating Corporations, and in return, in the case of Robin Hood, shall be entitled to receive certificates for shares of the Amalgamated Corporation.

9. Restrictions on Transfer The right to transfer shares of the Amalgamated Corporation shall be restricted in that no share or shares shall be transferred without the consent of either (i) a majority of the directors of the Amalgamated Corporation expressed by a resolution passed at a meeting of the board of directors or by an instrument or instruments in writing signed by a majority of the directors; or (ii) the holders of at least 51% of the outstanding common shares of the Amalgamated Corporation expressed by a resolution passed at a meeting of such shareholders or by an instrument or instruments in writing signed by the holders of at least 51% of the outstanding common shares of the Amalgamated Corporation.

10. Other Restrictions

It shall be a condition of the articles:

- (a) that the number of shareholders of the Amalgamated Corporation, exclusive of persons who are in its employment and exclusive of persons who, having been formerly in the employment of the Amalgamated Corporation, were, while in that employment, and have continued after the termination of that employment to be, shareholders of the Amalgamated Corporation, is limited to fifty, two or more persons who are the joint registered owners of one or more shares being counted as one shareholder; and
- (b) that any invitation to the public to subscribe for securities of the Amalgamated Corporation is prohibited.

11. Directors Until changed in accordance with the Act, there shall be a minimum of one (1) director and a maximum of ten (10) directors of the Amalgamated Corporation. The first directors of the Amalgamated Corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>RESIDENT CANADIAN</u> <u>(Yes or No)</u>
Gary E. Costley	110 Cheshire Lane Suite 300 Minnetonka, MN 55305-1060 USA	No
John M. Dienesch	60 Columbia Way Markham, ON L3R 0C9	Yes
Robert C. Morgan	60 Columbia Way Markham, ON L3R 0C9	Yes
Donald H. Twiner	60 Columbia Way Markham, ON L3R 0C9	Yes
Robert S. Wright	110 Cheshire Lane Suite 300 Minnetonka, MN 55305-1060 USA	No

12. Officers Until changed, the officers of the Amalgamated Corporation shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION HELD</u>
Donald H. Twiner	60 Columbia Way Markham, ON L3R 0C9	President
John M. Dienesch	60 Columbia Way Markham, ON L3R 0C9	Vice-President
Robert C. Morgan	60 Columbia Way Markham, ON L3R 0C9	Treasurer
Frank W. Bonvino	110 Cheshire Lane Suite 300 Minnetonka, MN 55305 - 1060 USA	Secretary

13. Financial Year End Until otherwise determined by resolution of the directors, the financial year of the Amalgamated Corporation shall end on the Saturday nearest to the last day of February in each year.

14. Filing of Articles Upon the shareholders of the Amalgamating Corporations respectively adopting this Agreement and subject to paragraph 16 hereof, articles of amalgamation in prescribed form shall be sent to the Director under the Act.

15. Effect of Amalgamation On the date shown in the certificate of amalgamation:

- (a) the Amalgamating Corporations are amalgamated and continue as one corporation under the terms and conditions prescribed in this Agreement;
- (b) the Amalgamated Corporation possesses all the property, rights, privileges and franchises and is subject to all liabilities, including civil, criminal and quasi-criminal, and all contracts, disabilities and debts of each of the Amalgamating Corporations;
- (c) a conviction against, or ruling, order or judgment in favour or against an Amalgamating Corporation may be enforced by or against the Amalgamated Corporation;

- (d) the articles of amalgamation are deemed to be the articles of incorporation of the Amalgamated Corporation and, except for the purposes of subsection 117(1) of the Act, the certificate of amalgamation is deemed to be the certificate of incorporation of the Amalgamated Corporation; and
- (e) the Amalgamated Corporation shall be deemed to be the party plaintiff or the party defendant, as the case may be, in any civil action commenced by or against an Amalgamating Corporation before the amalgamation has become effective.

16. Termination This Agreement may be terminated by the board of directors of any of the Amalgamating Corporations, notwithstanding the approval of this Agreement by the shareholders of the Amalgamating Corporations, at any time prior to the endorsement of the certificate on the articles of amalgamation.

IN WITNESS WHEREOF this Agreement has been duly executed by the parties hereto.

ROBIN HOOD MULTIFOODS INC.

By: _____
Name: Robert Morgan
Title: Treasurer

MULTIFOODS INC.

By: _____
Name: Robert Morgan
Title: Treasurer