

05-08-2001

FORM PTO-1594
1-31-92

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



To the Honorable Commissioner of Patents and Tradem

101706421

copy thereof.

1. Name of conveying party(ies): CPC International, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of: Delaware
 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: November 24, 1997

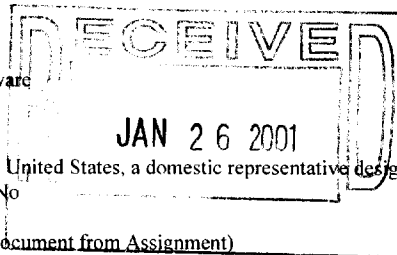
2. Name and address of receiving party(ies):

Name: Bestfoods
Internal Address:
Street Address: 700 Sylvan Avenue
City: Englewood State: New Jersey Zip: 07632

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation State of Delaware
 Other _____

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

(Designation must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No



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

A. Trademark Application No(s). B. Trademark Registration No(s). 0914116 for ARGO

Additional numbers attached? Yes No

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

Name: William R. Robinson, Esq.
Internal Address: Norris, McLaughlin & Marcus, P.A.
Street Address: P.O. Box 1018
City: Somerville State: New Jersey Zip: 08876-1018

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):\$40
 Enclosed Authorized to be charged to deposit account
Please charge any additional applicable fees to the deposit account indicated in answer (8).

8. Deposit account number: 14-1263
(Attach duplicate copy of this page if paying by deposit account)

02/02/2001 DBYRNE 00000075 0914116
01 FC:481 40.00 00

DO NOT USE THIS SPACE

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.

Linda A. Tancs
Name of Person Signing

Linda A. Tancs
Signature

4/26/01
Date

40E

Total number of pages including cover sheet: 6

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

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

TRADEMARK
REEL: 002293 FRAME: 0629

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:

"BESTFOODS MERGER CO.", A DELAWARE CORPORATION,

WITH AND INTO "CPC INTERNATIONAL INC." UNDER THE NAME OF "BESTFOODS", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF JANUARY, A.D. 1998.



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

Edward J. Freel, Secretary of State

0533401 8100M

001211601

AUTHENTICATION: 0402296

DATE: 04-26-00

TRADEMARK
REEL: 002293 FRAME: 0630

11-25-97

**CERTIFICATE OF OWNERSHIP AND MERGER
MERCING**

BESTFOODS MERGER CO.

INTO

CPC INTERNATIONAL INC.

(Pursuant to Section 253 of the
General Corporation Law of Delaware)

CPC International Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

FIRST: That the corporation owns all of the outstanding shares of each class of stock of Bestfoods Merger Co., a Delaware corporation incorporated on the 27th day of August, 1997, pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on September 16, 1997, determined to and effective January 2, 1998 will merge into itself said Bestfoods Merger Co., by the adoption thereof:

RESOLVED, that the Corporation merge and effective January 2, 1998 (the "Effective Date") it will merge into itself Bestfoods Merger Co. and assume on such Effective Date all of its obligations.

RESOLVED, that said merger shall become effective after the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and on the Effective Date.

RESOLVED, that upon merger, the name of the Corporation shall be changed to Bestfoods and Article FIRST of the Restated Certificate of Incorporation of the Corporation, as heretofore amended, shall be amended to read as follows:

"FIRST: The name of the corporation is Bestfoods."

**CERTIFICATE OF ASSETS
OF
CPC INTERNATIONAL INC**

CPC INTERNATIONAL INC., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

The total assets of the Corporation as reported to the United States on U.S. Form 1120 Schedule L are not less than 10 million dollars.

In witness whereof, the Corporation has caused this certificate to be signed by its duly authorized officer this 24th day of November, 1997.

CPC INTERNATIONAL INC.

By: 

Name: Hanes A. Heller

Title: Vice President and
General Counsel

**CERTIFICATE OF ASSETS
OF
CPC INTERNATIONAL INC**

CPC INTERNATIONAL INC., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

The total assets of the Corporation as reported to the United States on U.S. Form 1120 Schedule L are not less than 10 million dollars.

In witness whereof, the Corporation has caused this certificate to be signed by its duly authorized officer this 24th day of November, 1997.

CPC INTERNATIONAL INC.

By: 

Name: Hanes A. Heller

Title: Vice President and
General Counsel