

05-15-2001



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

101716373

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Ehmann Olive Company
Individual(s) Association General Partnership Limited Partnership
[X] Corporation-State - Wisconsin Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Ehmann Olive Company
Internal Address: Corporation Trust Center
Street Address: 1209 Orange Street
City: Wilmington State: DE Zip: 9 2001
Individual(s) citizenship Association General Partnership Limited Partnership
[X] Corporation-State Delaware Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger Security Agreement Change of Name Other
Execution Date: September 26, 1995

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,848,658
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Jenifer C. Slinsky
Internal Address: jslinsky@thorpreed.com
Street Address: One Oxford Centre, 14th Fl., 301 Grant St.
City: Pittsburgh State: PA Zip: 15219

6. Total number of applications and registrations involved:
7. Total fee (37 CFR 3.41).....\$ 40.00
[X] Enclosed
Authorized to be charged to deposit account
8. Deposit account number: 405
(Attach duplicate copy of this page if paying by deposit account)

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.
Jenifer C. Slinsky Name of Person Signing
Signature Date May 3, 2001

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

TRADEMARK REEL: 002295 FRAME: 0527

COPY

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:00 AM 09/29/1995
950224014 - 2545418

**CERTIFICATE OF OWNERSHIP AND MERGER
AND
ARTICLES OF MERGER
OF
EHMANN OLIVE COMPANY
a Wisconsin corporation
and
EHMANN OLIVE COMPANY
a Delaware corporation**

The following Articles of Merger were duly adopted by EHMANN OLIVE COMPANY, a Wisconsin corporation, and EHMANN OLIVE COMPANY, a Delaware corporation, in accordance with the provisions of the Wisconsin Business Corporation Law and the Delaware General Corporation Law:

FIRST: The Plan and Resolution of Merger so adopted is set forth on Exhibit A attached hereto and made a part hereof. The parties to the Plan and Resolution of Merger are EHMANN OLIVE COMPANY, a Wisconsin corporation, which is the merging corporation ("EOC Wisconsin") and EHMANN OLIVE COMPANY, ("EOC Delaware") a Delaware corporation, which is the surviving corporation. EOC Delaware is a wholly-owned subsidiary of EOC Wisconsin.

SECOND: EOC Wisconsin, the merging corporation, is a Wisconsin corporation and is subject to the provisions of the Wisconsin General Business Corporation Law (Chapter 180, Wis. Stats.). The Plan and Resolution of Merger was duly approved and unanimously adopted by both the Board of Directors and by the Shareholders of EOC Wisconsin on September 5, 1995 in accordance with Wis. Stats. Section 180.1103.

THIRD: EOC Delaware, the surviving corporation, is a Delaware corporation and is subject to the provisions of the Delaware General Corporation Law (Title 8, Delaware Code). The Plan and Resolution of Merger was duly approved and unanimously adopted by both the Board of Directors and by the Shareholders of EOC Delaware on September 22, 1995 in accordance with Section 253 of the Delaware General Corporation Law.

3 11 9928960999 10N 89111118 19111 96 20 101110N01

302 674 8340

FROM CORR TRUST DOVER DE

TRADEMARK
REEL: 002295 FRAME: 0528

PLAN AND RESOLUTION OF MERGER

PLAN AND RESOLUTION OF MERGER by and between EHMANN OLIVE COMPANY, a Wisconsin corporation (the "Company"), and EHMANN OLIVE COMPANY, a wholly-owned subsidiary of Company, and a Delaware corporation (the "Sub").

WHEREAS, the respective Boards of Directors and Shareholders of both corporations have unanimously approved this Plan of Merger;

NOW, THEREFORE, the Merger shall be effected as follows:

ARTICLE I

At the Effective Time of the merger (hereinafter defined), Company shall be merged into Sub, which shall be and is hereinafter sometimes referred to as the Surviving Corporation. The name of the Surviving Corporation shall remain EHMANN OLIVE COMPANY.

ARTICLE II

(a) Except as herein specifically set forth, the identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of Sub shall continue in effect and unimpaired by the merger, and the corporate franchises, existence and rights of company shall be merged into Sub and Sub as the Surviving Corporation shall be fully vested therewith. The separate existence and corporate organization of Company, except insofar as they may be continued by statute, shall cease when the merger shall become effective.

(b) The merger shall become effective as of the date and time fixed in accordance with the respective state laws. The time when the merger becomes effective is herein called the "Effective Time".

ARTICLE III

(a) At the Effective Time, the Certificate of Incorporation of Sub shall be the Certificate of Incorporation of the Surviving Corporation, and the Bylaws of Sub in effect

REPRODUCED FROM THE ORIGINAL RECORDS OF THE COMPANY

FROM SOME FIRST SOURCE OF

302 674 8340

Immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.

(b) The directors of Company at the Effective Time shall be the directors of the Surviving Corporation until their successors are elected in accordance with the Bylaws of the Surviving Corporation.

(c) The officers of Sub at the Effective Time shall be the officers of the Surviving Corporation.

ARTICLE IV

The manner and basis of converting or exchanging the shares of stock of each of the Sub and Company at the Effective Time shall be as follows:

(a) Each share of Common Stock, \$.01 par value, of Sub outstanding immediately prior to the Effective Time shall be cancelled.

(b) Each share of the Common Stock, \$1 par value, of Company outstanding immediately prior to the Effective Time shall be converted into one-one hundredth of a share of Common Stock of the Surviving Corporation.

REFLECTED IN THE RECORDS OF THE COMPANY

RECORDED IN THE OFFICE OF THE CLERK OF THE SUPERIOR COURT

302 674 8340

FROM COURT CLERK'S OFFICE

CERTIFICATE OF DISSOLUTION

OF

EHMANN OLIVE COMPANY

EHMANN OLIVE COMPANY, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

Does hereby certify:

FIRST: That the dissolution of the Corporation was authorized on December 22, 1997.

SECOND: That the dissolution of the Corporation has been authorized by the Board of Directors and the stockholders of the corporation in accordance with the provisions of subsections (a) and (b) of section 275 of the General Corporation Law of the State of Delaware.

THIRD: That the names and addresses of the directors and officers of the Corporation are as follows:

DIRECTORS

Name	Address
David C. Lau	P.O. Box 474 Watertown, WI 53094
David Yeager	2881 S. 98th St. West Allis, WI 53227
Jerome H. Kringel	100 E. Wisconsin Ave. Milwaukee, WI 53202
Sharon A. Elske	901 Church Street Clyman, WI 53016
Steven R. Zickert	N6637 Upper Shorewood Hills Lake Mills, WI 53551
Richard Ward	5117 Crestview Drive Oconomowoc, WI 53066
Paul Long	11183 Sande Court Union, KY 41091
Kenneth Roth	N7592 Indian Hills Trail Beaver Dam, WI 53916

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:30 AM 12/24/1997
971446962 - 2545418

TRADEMARK
REEL: 002295 FRAME: 0532

David Fritze

509 Carl Schurz Drive
Watertown, WI 53098

Nancy Poellmann

1617 Country Club Lane
Watertown, WI 53098

Thomas J. Andringa

P.O. Box 474
Watertown, WI 53094

OFFICERS

Name

Address

David C. Lau
Chairman, President
and Treasurer

P.O. Box 474
Watertown, WI 53094

Jerome H. Kringel
Vice President and
Secretary

100 E. Wisconsin Avenue
Milwaukee, WI 53202

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by David C. Lau, its President, this 22 day of December, 1997.

By: 

David C. Lau, President

FILED:\c11\08\2005310062\ekb3445.w52.12/10/97