

MLO 5-21-01



101726611

To the Honorable Commissioner of Patents a.

... to record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
 PowerBar, Inc.  
 2150 Shattuck Avenue, Berkeley, CA 94704

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

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

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

Name: Nestlé Holdings, Inc.

Internal Address: \_\_\_\_\_

Street Address: 383 Main Avenue **MAY 21 2001**

City: Norwalk State: Connecticut ZIP: 06851

3. Nature of conveyance:

Assignment                       Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: March 31, 2000

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 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

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

A. Trademark Application No.(s)  
75/597,282      75/609,712      75/634,949  
75/597,283      75/615,270

B. Trademark No.(s)

1,447,798	2,089,431	2,129,260	2,324,968
1,447,799	2,103,868	2,247,881	2,336,752
2,060,720	2,116,159	2,251,934	2,426,171
2,089,430	2,126,109	2,263,510	2,426,172

Additional numbers attached?  Yes  No

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

Name: Robert H. Sanders

Internal Address: c/o Nestle USA, Inc.

Street Address: 800 North Brand Blvd. - 20th Floor

City: Glendale State: CA ZIP: 91203

6. Total number of applications and registrations involved: 21

7. Total fee (37 CFR 3.41) .....\$ 540.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
03-0775

(Attach additional copy of form 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.

Robert H. Sanders                      [Signature]                      May 18, 2001  
 Name of Person Signing                      Signature                      Date

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.

## 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 MERGER, WHICH MERGES:

"POWERBAR INC.", A DELAWARE CORPORATION,

WITH AND INTO "NESTLE HOLDINGS, INC." UNDER THE NAME OF "NESTLE HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF MARCH, A.D. 2000, AT 7:45 O'CLOCK A.M.



2022180 8100M

001173896

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

Edward J. Freel, Secretary of State

AUTHENTICATION: 0362530

DATE: 04-05-00

TRADEMARK  
REEL: 002300 FRAME: 0883

FROM RICHARDS, LAYTON & FINGER #1

(PRI) 3.31'00 7:45/ST.

STATE OF DELAWARE  
DIVISION OF CORPORATIONS  
FILED 07:45 AM 03/31/2000  
001163611 - 2022180

**CERTIFICATE OF MERGER**

of

**POWERBAR INC.**

(a Delaware corporation)

with and into

**NESTLÉ HOLDINGS, INC.**

(a Delaware corporation)

The undersigned corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), DOES HEREBY CERTIFY THAT:

**FIRST:** The name and state of incorporation of each of the constituent corporations (each a "Constituent Corporation" and collectively, the "Constituent Corporations") of the merger (the "Merger") are as follows:

Name	State of Incorporation
PowerBar Inc.	Delaware
Nestlé Holdings, Inc.	Delaware

**SECOND:** An Agreement and Plan of Merger dated as of February 22, 2000, as amended on March 30, 2000 (the "Merger Agreement"), by and among PowerBar Inc., a California corporation ("PowerBar"), PowerBar Inc., a Delaware corporation ("PowerBar Delaware"), Nestlé Holdings, Inc. and certain shareholders of PowerBar has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 (and written consent of the stockholders of each of the Constituent Corporations has been given in accordance with Section 228) of the DGCL.

**THIRD:** The name of the surviving corporation of the Merger is Nestlé Holdings, Inc. (hereinafter, the "Surviving Corporation") which will continue its existence as said Surviving Corporation under its present name from the effective date of the Merger pursuant to the provisions of the DGCL.

**FOURTH:** The Certificate of Incorporation of the Surviving Corporation, as now in force and effect, shall continue to be the Certificate of Incorporation of said Surviving Corporation until amended and changed pursuant to the provisions of the DGCL.

**FIFTH:** The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which currently is 383 Main Avenue, Norwalk Connecticut 06851.

BY Pauline L. Fry

FROM RICHARDS, LAYTON &amp; FINGER #1

(FRI) 3.31'00 7:45/ST. 7:44/NO. 4861004615 P 3

**SIXTH:** A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation.

**SEVENTH:** This Certificate of Merger shall be effective at the time of the filing with the Secretary of State of the State of Delaware.


[Signature Page Follows]

FROM RICHARDS, LAYTON & FINGER #1

(FRI) 3. 31 '00 7:46/ST. 7:44/NO. 4861004615 P 4

IN WITNESS WHEREOF, Nestlé Holdings, Inc. has caused this Certificate of Merger to be signed on its behalf by its duly authorized officer as of the 31st day of March, 2000.

NESTLÉ HOLDINGS, INC.,  
a Delaware corporation

By:   
Kristin Adrian  
Senior Vice President, General Counsel  
and Secretary