



101820837

To the Honorable Commissioner of

attached original documents or copy thereof.

1. Name of conveying party(ies):
 American Fine Foods, Inc.
 Individual(s) Association
 General Partnership Limited
 Corporation-State ID Partnership
 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: 12/31/98

08/16/01

2. Name and address of receiving party(ies):
 Name: Owatonna Canning Company, LLC
 Internal Address:
 Street Address: 840 Bakke Street
 City: DeForest State: WI Zip: 53532
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State
 Other Delaware LLC

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

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

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

 75/641,452

 Additional numbers attached?

B. Trademark registration No.(s)

 1,052,525
 847,413

 Yes No

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

 Name: Nicholas A. Kees
Godfrey & Kahn, S.C.
 Internal Address:
 Street Address: 780 N. Water Street
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved:.....[3]
 7. Total fee (37 CFR 3.41):\$ 90.00
 Enclosed
 Authorized to be charged to deposit account for any deficiencies
 8. Deposit account number: 07-1509
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

08/22/2001 TDIAZ1 00000192 75641452
 01 FC:481 40.00 DP
 02 FC:482 50.00 DP

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.

Nicholas A. Kees
 Name of Person Signing

Nicholas A. Kees
 Signature

8/16/01
 Date

Total Number of pages, including cover sheet and attachments: [5]

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CHIQUITA PROCESSED FOODS, L.L.C." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 1997, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 11:45 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "OWATONNA CANNING COMPANY, LLC" TO "CHIQUITA PROCESSED FOODS, L.L.C.", FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 11:59 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1281390

DATE: 08-06-01

2790695 8100H

010382662

TRADEMARK
REEL: 002353 FRAME: 0772

CERTIFICATE OF FORMATION

OF

OWATONNA CANNING COMPANY, LLC

1. The name of the limited liability company is

OWATONNA CANNING COMPANY, LLC

2. The address of its registered office in the state of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Owatonna Canning Company, LLC this 28th day of August, 1997.

Donna K. Leonard
Donna K. Leonard, Authorized Person

**CERTIFICATE OF MERGER
MERCING
AMERICAN FINE FOODS, INC.
INTO
OWATONNA CANNING COMPANY, LLC**

The undersigned, being an authorized person, does hereby certify for and on behalf of Owatonna Canning Company, LLC, a Delaware limited liability company, that:

FIRST: The name and jurisdiction of formation or organization of each of the constituent entities in the merger are as follows:

<u>Name</u>	<u>Jurisdiction of Formation or Organization</u>
American Fine Foods, Inc.	Idaho
Owatonna Canning Company, LLC	Delaware

SECOND: An Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and/or acknowledged by each of the constituent entities in accordance with the requirements of applicable law.

THIRD: The name of the surviving limited liability company is Owatonna Canning Company, LLC.

FOURTH: The merger shall be effective at 11:45 p.m. (eastern time zone) on December 31, 1998.

FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is 150 West First Street, New Richmond, Wisconsin, 54017.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder of the constituent corporation and any member of the constituent limited liability company.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 11:45 PM 12/31/1998
981510254 - 2790695

**TRADEMARK
REEL: 002353 FRAME: 0774**

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Merger on behalf of Owatonna Canning Company, LLC as of December 31, 1998.

OWATONNA CANNING COMPANY, LLC

By: 
Anthony D. Battaglia
An Authorized Person