



09-21-2001

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attached original documents or copy thereof.

To the Honorable Commissioner of P

1. Name of conveying party(ies):

Axelrod Foods, Inc. **9-17-01**

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 12-08-00

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

Name: Crowley Foods, Inc.

Internal Address: 95 Court Street

Street Address: 95 Court Street

City: Binghamton State: NY ZIP: 13902

- 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

(Designations 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)

N/A

B. Trademark registration No.(s)

1,215,035

1,579,243

1,576,616

Additional numbers attached?  Yes  No

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

Name: Neil F. Markva

Internal Address: 8322-A Traford Lane

Street Address: 8322-A Traford Lane

City: Springfield State: VA ZIP: 22152

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

8. Deposit account number:

N/A

(Attach duplicate copy of this page if paying by deposit account)

09/20/2001 MYRME 00000168 1215035

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01 FC:481  
02 FC:482

40.00 00  
50.00 00

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.

Neil F. Markva  
Name of Person Signing

Signature

09-14-01  
Date

Total number of pages containing copy sheet:

4

*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 CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"AXELROD FOODS, INC.", A DELAWARE CORPORATION, WITH AND INTO "CROWLEY FOODS, INC." UNDER THE NAME OF "CROWLEY FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2000.

2001/12/11 A 03:32



*Harriet Smith Windsor*  
*Harriet Smith Windsor, Secretary of State*

2159420 8330

AUTHENTICATION: 1057870

010259535

DATE: 04-02-01

CERTIFICATE OF OWNERSHIP AND MERGER  
OF  
AXELROD FOODS, INC.  
(a Delaware Corporation)  
INTO  
CROWLEY FOODS, INC.  
(a Delaware Corporation)  
PURSUANT TO SECTION 253 OF  
THE DELAWARE GENERAL CORPORATION LAW

It is hereby certified that:

FIRST: Crowley Foods, Inc. is a business corporation of the State of Delaware.

SECOND: Crowley Foods, Inc., owns all of the outstanding shares of stock of Axelrod Foods, Inc., which is also a business corporation of the State of Delaware.

THIRD: The following resolutions were adopted by the Board of Directors of Crowley Foods, Inc. on December 8, 2000:

RESOLVED, that Axelrod Foods, Inc. be merged into Crowley Foods, Inc., and that all of the estate, property, rights, privileges, powers and franchises of Axelrod Foods, Inc. be vested in and held and enjoyed by Crowley Foods, Inc. as fully and entirely and without change or diminution as the same were before held and enjoyed by Axelrod Foods in its name.

RESOLVED, that Crowley Foods, Inc. shall assume all of the obligations of Axelrod Foods, Inc.

RESOLVED, that Crowley Foods, Inc. shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the State of Delaware and within any other appropriate jurisdiction;

RESOLVED, that the effective date of the Certificate of Ownership and Merger, setting forth a copy of these resolutions, and the time when the merger therein provided for shall become effective, shall be December 31, 2000.

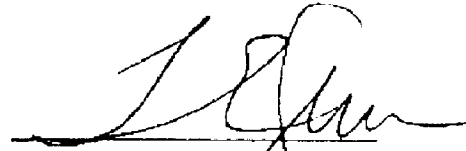
FOURTH: That the name of the surviving corporation is Crowley Foods, Inc.

FIFTH: That the certificate of incorporation of Crowley Foods, Inc., a Delaware Corporation, shall be the certificate of incorporation of the surviving corporation.

SIXTH: That this Certificate of Merger shall become effective on December 31, 2000.

IN WITNESS WHEREOF, Crowley Foods, Inc. has caused this certificate of be signed and attested by its duly authorized officers this 2<sup>nd</sup> day of December, 2000.

CROWLEY FOODS, INC.

A handwritten signature in black ink, appearing to read 'T. Webb', written over a horizontal line.

By: Teresa E. Webb  
Its: Vice-President