

12-12-2001

Form PTO-1594 (Rev. 6-93)

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U.S. DEPARTMENT OF COMMERCE

OMB No. 0651-0011 (exp. 4/94)

Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks **101913353**

the attached original document or copy thereof

1. Name of conveying party(ies):

VSA, Inc.
Suite 800
4582 South Ulster Street
Denver, CO 80217

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Colorado
 Other _____

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

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

Multifoods Distribution Group, Inc.
c/o International Multifoods Corporation
200 East Lake Street
Wayzata, MN 55391

Individual(s) Association
 General Partnership Limited Partnership
 Corporation: State of Colorado
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 28, 1998

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)

4. Application number(s) or trademark number(s), and identification or description of the mark(s):

A. Trademark Application No(s). and description

B. Trademark Registration No(s). and description
 Reg. 1,313,672 for FLAVOR-LITE and
 Reg. 1,321,074 for FLAVOR-LITE and design

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

Ann Dunn Wessberg
FAEGRE & BENSON LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901
612/766-7105

6. Total number of applications and registrations involved: 02

7. Total fee (37 CFR 3.41) \$65.00
 Authorized to be charged to deposit account for underpayment

8. Deposit Account number: 06-0029

12/11/2001 LMUELLER 00000159 060029 1313672)
 Q1 FC:401 40.00 CH
 Q2 FC:402 25.00 CH

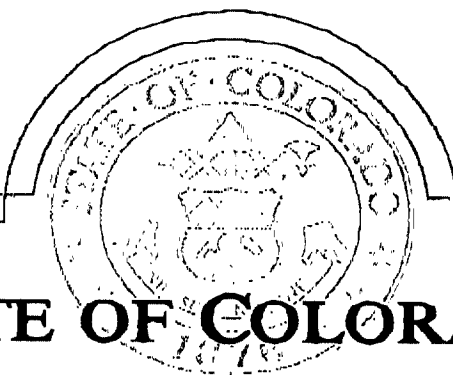
DO NOT USE THIS SPACE

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.

Ann Dunn Wessberg November 7, 2001
 Name of person signing Signature Date

Total number of pages including cover sheet, attachments, and document: 6

Mail documents to be recorded with required cover sheet information to:
 Director - U.S. Patent and Trademark Office, Box Assignments
 Washington, D.C. 20231



STATE OF COLORADO

DEPARTMENT OF
STATE

CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

MULTIFOODS DISTRIBUTION GROUP, INC.
(COLORADO CORPORATION)

FILE # 19871247241 WAS FILED IN THIS OFFICE ON September 14, 1972
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: July 30, 1998

A handwritten signature in cursive script that reads "Victoria Buckley". The signature is written over a horizontal line.

SECRETARY OF STATE

CHANGE OF NAME

*File
1994 1087684*

*Dec
1987 1747241*

**ARTICLES OF MERGER
OF**

MULTIFOODS SPECIALTY DISTRIBUTION, INC.,

A DELAWARE CORPORATION,

INTO

VSA, INC.,

A COLORADO CORPORATION

19981139271 C

\$ 100.00

SECRETARY OF STATE

07-30-1998 13:22:35

These Articles are made in accordance with Title 7, Article 111 of the Colorado Revised Statutes.

- 1. The Plan of Merger is as follows:

ARTICLE I

MERGER; SURVIVING CORPORATION

A. Merger. In accordance with the provisions of this Agreement and Plan of Merger, Multifoods Specialty Distribution, Inc. ("MSD") shall be merged with and into VSA, Inc. ("VSA").

B. Surviving Corporation. VSA shall be the surviving corporation of the merger (VSA being herein sometimes referred to as the "Surviving Corporation").

ARTICLE II

TERMS OF THE MERGER

A. Effective Time. The Merger shall become effective at 12:00 p.m. on July 31, 1998 (the "Effective Time").

B. Articles of Incorporation. The Articles of Incorporation of VSA are amended as follows:

"ARTICLE I

The name of this corporation shall be Multifoods Distribution Group, Inc."

From and after the effective date of the merger and until further amended as provided by law, the Articles of Incorporation of VSA, as hereby amended, separate and

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apart from this Agreement of Merger, may be separately certified as the Articles of Incorporation, as amended, of the Surviving Corporation.

B. By-Laws. The By-Laws of VSA shall continue to be the By-Laws of the Surviving Corporation until further amended or supplemented in accordance with the Colorado Business Corporation Act.

ARTICLE III

EFFECT OF MERGER ON CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS

At the Effective Time, and without further action on the part of the holder thereof, (a) each share of capital stock of MSD which is then issued and outstanding shall be canceled and no payment shall be made with respect thereto and (b) the shares of the capital stock of VSA which are then issued and outstanding shall constitute the only issued and outstanding shares of capital stock of the Surviving Corporation.

ARTICLE IV

AMENDMENT OR TERMINATION OF MERGER

Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of either of the undersigned corporations at any time prior to the Effective Time.

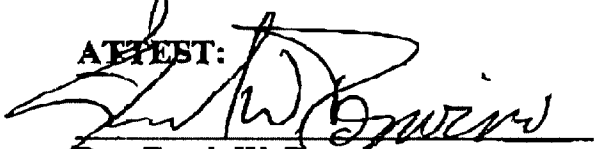
2. The address of the Surviving Corporation is Multifoods Distribution Group, Inc., c/o International Multifoods Corporation, 200 East Lake Street, Wayzata, Minnesota 55391, Attention: Law Department

3. The number of shareholder votes required to approve the merger plan were cast by the shareholders of each corporation involved in this merger.

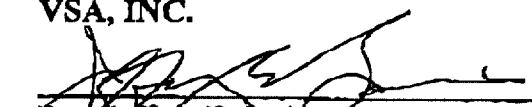
4. The effective date of the Merger is July 31, 1998.

Dated: July 28, 1998

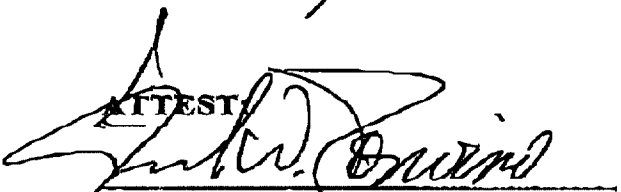
ATTEST:


By: Frank W. Bonvino
Its: Secretary

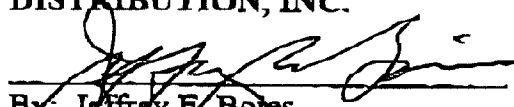
VSA, INC.


By: Jeffrey E. Boies
Its: President

ATTEST:


By: Frank W. Bonvino
Its: Secretary

MULTIFOODS SPECIALTY
DISTRIBUTION, INC.


By: Jeffrey E. Boies
Its: President

h:\legal\jkl1998\agms\Articles of Merger of MSD into VSA

**STATE OF COLORADO
DEPARTMENT OF STATE**

I hereby certify that this is a true and complete copy of the document filed in this office and admitted to record in File 981139271

DATED 30 July 1998

Victoria Buckley
Secretary of State

By *[Signature]*

