



102009448

NRD 2/20/2

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

1. Name of conveying party(ies):
 Nestlé Food Company
 800 N. Brand Blvd.
 Glendale, CA 91203

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 USA, Inc.

Internal Address: _____

Street Address: 800 N. Brand Blvd.

City: Glendale Country: CA ZIP: 91203

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: October 1, 1996

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)

Additional numbers attached? Yes No

B. Trademark No.(s)
553,367

FEB 20 2002

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:
1

7. Total fee (37 CFR 3.41)\$ 40.00

Enclosed
 Authorized to be charged to deposit account
Sanders

8. Deposit account number:
03-0775

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] December 19, 2001
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 7

OMB No. 0651-0011 (exp. 4/94)
 03/08/2002 ~~PAWED1~~ 00000215 030775 553367

01 FC:481 40.00 CH Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

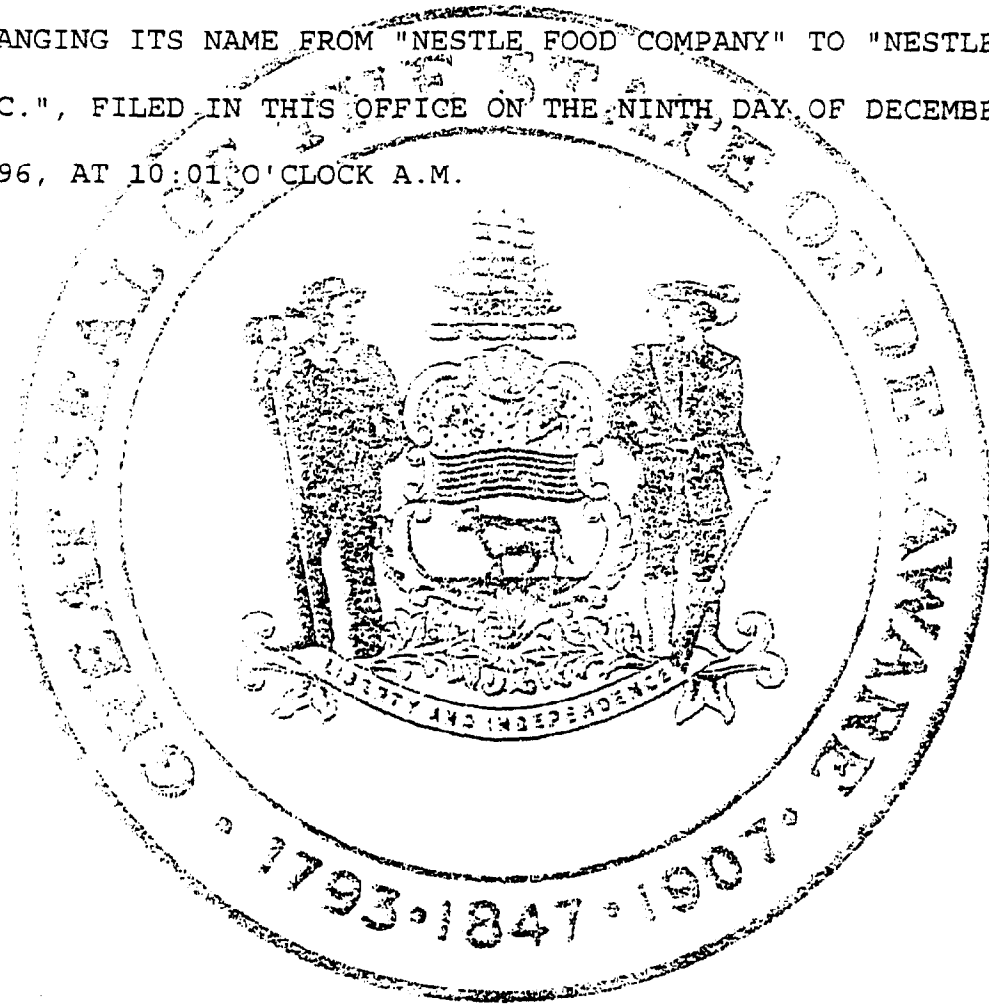
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

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.

State of Delaware

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 RESTATED CERTIFICATE OF "NESTLE FOOD COMPANY", CHANGING ITS NAME FROM "NESTLE FOOD COMPANY" TO "NESTLE USA, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF DECEMBER, A.D. 1996, AT 10:01 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

0103416 8100
971078019

AUTHENTICATION: 8366385
DATE: 03-11-97

TRADEMARK
REEL: 002457 FRAME: 0358

RESTATED
CERTIFICATE OF INCORPORATION
OF
NESTLE FOOD COMPANY

12-9-96

Nestle Food Company (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware hereby adopts the following Restated Certificate of Incorporation pursuant to Sections 242 and 245 of said General Corporation Law:

1. The name of the Corporation is: Nestle Food Company
2. A Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware on May 21, 1920 under the name Carnation Milk Products Company. A Restated Certificate of Incorporation for the Corporation was last filed on June 4, 1991.
3. This Restated Certificate of Incorporation was duly adopted by the unanimous written consent of the Board of Directors of the Corporation as of October 1, 1996 and by the unanimous written consent of the sole stockholder of the Corporation as of October 1, 1996 in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.
4. This Restated Certificate of Incorporation supersedes the original Certificate of Incorporation and any previous certificate of incorporation and any previously filed Restated Certificate of Incorporation.
5. The Certificate of Incorporation is hereby amended in its entirety to read as follows:

I. NAME

The name of the Corporation is NESTLE USA, INC. (the "Corporation").

II. PURPOSE

The nature of the business or purposes to be conducted or promoted are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

III. AGENT FOR SERVICE OF PROCESS

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.

(4) In furtherance of and not in limitation of the powers conferred by statute, the Board of Directors shall have the power without the assent or vote of the stockholder to adopt, amend, alter or repeal the By-Laws of the Corporation, except to the extent that the By-Laws or this Restated Certificate of Incorporation otherwise provide, and the Board of Directors shall use their best efforts, to the extent practical, to amend the By-Laws of the Corporation at any time in order to conform the origination or operation of the Corporation to any change in the law of the United States, or of any political subdivision thereof, or to any rule or regulation issued thereunder. Written notice of any such amendment will be promptly provided to stockholder.

(5) The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred upon stockholders or directors are granted subject to this reservation.


(6) That this Restated Certificate of Incorporation shall be effective on January 1, 1997.

IN WITNESS WHEREOF, the Corporation has caused this Restated Certificate of Incorporation to be executed, signed and acknowledged by Robert W. Schult, President, who states under penalty of perjury that the facts stated herein are true, and to be attested by J. Douglas Wyatt, its Secretary, this 1st day of October, 1996.



Robert W. Schult, President

Attest:



J. Douglas Wyatt, Secretary

CHANGE OF NAME:

From: Nestlé Food Company
800 N. Brand Blvd.
Glendale, CA 91203

To: Nestlé USA, Inc.
800 N. Brand Blvd.
Glendale, CA 91203

Date: October 1, 1996

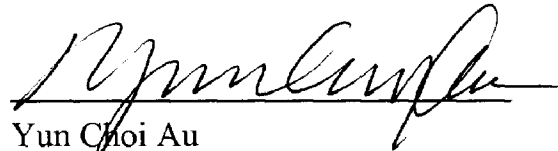
Trademark: ALBERS
Registration No. 553,367

CERTIFICATE OF ASSISTANT SECRETARY

The undersigned, Yun Choi Au, Assistant Secretary of Nestlé USA, Inc. (formerly known as Nestlé Food Company), a Delaware corporation (hereinafter "Corporation"), hereby certifies as follows:

1. That a Restated Certificate of Incorporation of Nestlé Food Company was filed in the Office of the Delaware Secretary of State changing the name of the Corporation to Nestlé USA, Inc. The effective date of said name change as provided in the Restated Certificate of Incorporation was January 1, 1997. See true and correct copy attached.

IN WITNESS WHEREOF, the undersigned has set her hand and seal of the Corporation this 19th day of December, 2001.



Yun Choi Au
Assistant Secretary