

03-20-2002



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

RECO TR. 102024067

DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):
 New Atlanta Dairies, Inc.
 777 Memorial Drive SE
 Atlanta, GA 30316
 3-13-02

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

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

2. Name and address of receiving party(ies)
 Name: Farmland Dairies Inc.
 Internal
 Address: _____
 Street Address: 520 Main Ave
 City: Wallington State: NJ Zip: 07470

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State New Jersey
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: 12/23/99

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) 75337920

B. Trademark Registration No.(s) 2139163 2197890
 2199767 2224289

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Scott Goode
 Internal Address: Stevens Davis Miller & Mosher
 Suite 850

 Street Address: 1615 L St NW

 City: Washington State: DC Zip: 20036

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41).....\$ 140.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.
 Scott W. Goode 40.00 OP
 100.00 OP
 Name of Person Signing

Scott W. Goode
 Signature
 03/13/02
 Date

Total number of pages including cover sheet, attachments, and document: 33

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

03/19/2002 DBYRNE 00000151 75337920
01 FC:481
02 FC:482

Secretary of State

Corporations Division

315 West Tower

2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : K93551168
CONTROL NUMBER: K302476
EFFECTIVE DATE: 12/23/1999
REFERENCE : 0091
PRINT DATE : 12/22/1999
FORM NUMBER : 411

PARANET CORPORATION SERVICES, INC.
GAILY WARD
3761 VENTURE DRIVE, STE 260
DULUTH GA 30096

CERTIFICATE OF MERGER

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:

FARMLAND DAIRIES (INC.), A NEW JERSEY CORPORATION

Nonsurviving Entity/Entities:

NEW ATLANTA DAIRIES, INC., A GEORGIA CORPORATION



Cathy Cox
CATHY COX
SECRETARY OF STATE

K93551168

CERTIFICATE OF MERGER

OF

NEW ATLANTA DAIRIES, INC. K302476

WITH AND INTO

FARMLAND DAIRIES

The undersigned corporations, NEW ATLANTA DAIRIES, INC., a corporation organized and existing under and by virtue of the Georgia Business Corporation Code, and FARMLAND DAIRIES, a corporation organized and existing under and by virtue of the New Jersey Business Corporation Act, DO HEREBY CERTIFY:

1. NEW ATLANTA DAIRIES, INC., a corporation organized under the laws of Georgia, is merging with and into FARMLAND DAIRIES, a corporation organized under the laws of the State of New Jersey.

2. FARMLAND DAIRIES ("Surviving Corporation") will be the surviving corporation following the Merger.

3. NEW ATLANTA DAIRIES, INC. ("Merging Corporation") will be the corporation merging into FARMLAND DAIRIES.

4. The merger herein certified is permitted by the laws of the jurisdiction of incorporation of the Surviving Corporation, and is in compliance with said laws.

5. The executed Agreement and Plan of Merger setting forth the terms and conditions of the merger of said corporations is on file at the place of business of the Surviving Corporation. The address of said Surviving Corporation is:

FARMLAND DAIRIES
520 Main Avenue
Wallington, NJ 07470

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any shareholder of any corporation that is party to the merger.

7. The Agreement and Plan of Merger was approved by the unanimous vote of all of the shareholders of the Surviving Corporation and the Merging Corporation.

8. The effective date of the merger is December 23, 1999.

9. The Surviving Corporation and the Merging Corporation certify that a Notice of Merger and a publishing fee of \$40.00 have been mailed or delivered to an authorized newspaper, as required by law.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused their duly authorized officers to execute and deliver this Certificate of Merger as of the 16 of December 1999.

"Surviving Corporation"
FARMLAND DAIRIES

By: [Signature]
Name: Aldo Uva
Title: President and CEO

"Merging Corporation"
NEW ATLANTA DAIRIES, INC.

By: [Signature]
Name: Aldo Uva
Title: President and CEO

SECRETARY OF STATE
Dec 21 1 43 PM '99

AGREEMENT AND PLAN OF MERGER

OF

CLINTON MILK COMPANY

FAIRDALE MILK CO., INC.

MILK PRODUCTS, INC.

NEW ATLANTA DAIRIES, INC.

PARMALAT WELSH FARMS, INC.

PARMALAT WHITE KNIGHT PACKAGING CORP.

SUNNYDALE FARMS, INC.

INTO

FARMLAND DAIRIES

DATED: December 17, 1999

THIS AGREEMENT AND PLAN OF MERGER ("AGREEMENT") is entered into as of December 17, 1999 by and among CLINTON MILK COMPANY ("Clinton"), FAIRDALE MILK CO., INC. ("FAIRDALE"), MILK PRODUCTS, INC. ("MPI"), NEW ATLANTA DAIRIES, INC. ("Atlanta"), PARMALAT WELSH FARMS, INC. ("Welsh"), PARMALAT WHITE KNIGHT PACKAGING CORP. ("White Knight"), and SUNNYDALE FARMS, INC. ("Sunnydale"), (collectively the "Merging Corporations"), and FARMLAND DAIRIES (the "Surviving Corporation"), which corporations are hereinafter sometimes referred to jointly as the "Constituent Corporations" or singly as a "Constituent Corporation."

**ARTICLE I
RECITALS**

Section 1.1. Organization of the Parties. Clinton is a corporation duly organized and existing under the laws of the State of New Jersey. Fairdale is a corporation duly

organized and existing under the laws of the State of Pennsylvania. *MPI* is a corporation duly organized and existing under the laws of the State of Alabama. *Atlanta* is a corporation duly organized and existing under the laws of the State of Georgia. *Welsh* is a corporation duly organized and existing under the laws of the State of Delaware. *White Knight* is a corporation duly organized and existing under the laws of the State of Michigan. *Sunnydale* is a corporation duly organized and existing under the laws of the State of New York. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of New Jersey.

Section 1.2. Merging Corporations' Capital Stock.

Section 1.2.1 Clinton has authorized capital stock consisting of One Thousand (1,000) shares of common stock, without par value, of which Two Hundred and Seventy-Six (276) is now duly issued and outstanding.

Section 1.2.2 Fairdale has authorized capital stock consisting of One Hundred (100) shares of common stock, \$100 par value, of which One Hundred (100) is now duly issued and outstanding.

Section 1.2.3 MPI has authorized capital stock consisting of One Hundred Thousand (100,000) shares of common stock, \$.01 par value, of which One Hundred Thousand (100,000) is now duly issued and outstanding.

Section 1.2.4 Atlanta has authorized capital stock consisting of Ten Thousand (10,000) shares of common stock, without par value, of which Five Thousand Nine Hundred and Seventy-Four (5,974) is now duly issued and outstanding.

Section 1.2.5 Welsh has authorized capital stock consisting of One Thousand (1,000) shares of common stock, without par value, of which One Hundred (100) is now duly issued and outstanding.

Section 1.2.6 White Knight has authorized capital stock consisting of Ten Thousand (10,000) shares of common stock, without par value, of which Three Thousand One Hundred and Sixteen and $875/1000$ (3,116.875) is now duly issued and outstanding.

Section 1.2.7 Sunnydale has authorized capital stock consisting of Five Million (5,000,000) shares of common stock, \$.02 par value, of which Four Million Four Hundred Ninety-Three Thousand One Hundred and Sixteen and $454/1000$ (4,493,116.454) is now duly issued and outstanding.

Section 1.3. Surviving Corporation's Capital Stock. The Surviving Corporation has authorized capital stock consisting of Two Thousand Five Hundred (2,500) shares of common stock, without par value, of which Two Hundred (200) shares is now duly issued and outstanding.

Section 1.4. Authorized Capital. The authorized capital stock of the Surviving Corporation following the "Effective Date of the Merger" (as hereinafter defined) shall continue to be Two Thousand Five Hundred (2,500) shares of Common Stock, without par value per share, unless and until the same shall be changed in accordance with the laws of the State of New Jersey.

Section 1.5. Desire to Merge. The Merging Corporations and the Surviving Corporation desire to effect a merger of the Merging Corporations into the Surviving Corporation in the manner herein set forth, and the Board of Directors of the signatories hereto have duly adopted the resolutions, by unanimous written consent, approving this Agreement.

In consideration of the premises, and the mutual covenants and agreements herein contained, and for other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is hereby agreed by and between the parties hereto that the Merging Corporations shall be merged into the Surviving Corporation in accordance with the applicable provisions of the New Jersey Business Corporation Act, as amended (the "Act"), and upon the following terms and conditions:

ARTICLE 2

PARTIES TO PROPOSED MERGER

Section 2.1. The Merging Corporations. The names of the corporations proposing to merge into the Surviving Corporation are (i) Clinton Milk Company; (ii) Fairdale Milk Co., Inc.; (iii) Milk Products, Inc.; (iv) New Atlanta Dairies, Inc.; (v) Parmalat Welsh Farms, Inc.; (vi) Parmalat White Knight Packaging Corp.; and (vii) Sunnydale Farms, Inc.

Section 2.2. The Surviving Corporation. The name of the corporation into which the Merging Corporations propose to merge is Farmland Dairies.

ARTICLE 3

TERMS AND CONDITIONS OF PROPOSED MERGER AND MODE OF CARRYING IT INTO EFFECT

Section 3.1. General. Upon the "Effective Date of the Merger": (a) the Merging Corporations shall merge into the Surviving Corporation, which shall survive the merger and continue to be a New Jersey corporation; (b) the shares of common stock of the Surviving Corporation outstanding upon the Effective Date of the Merger shall be and remain outstanding shares of the common stock of the Surviving Corporation in accordance with their terms; (c) the separate existence of the Merging Corporations shall

cease, as provided by the Act; and (d) the name of the Surviving Corporation shall be Farmland Dairies.

Section 3.2 Effective Date of the Merger. The "Effective Date of the Merger" with respect to the merger contemplated by this Agreement shall be as of December 23, 1999.

Section 3.3. Private Property of Shareholders. The private property of the shareholders of the Merging Corporations and of the Surviving Corporation shall not be subject to the payment of the corporate debts of either corporation to any extent whatsoever.

ARTICLE 4

MANNER AND BASIS OF CONVERTING SHARES OF CAPITAL STOCK OF THE MERGING CORPORATIONS INTO SHARES OF THE SURVIVING CORPORATION

Upon the Effective Date of the Merger, all issued and outstanding shares of capital stock of the Merging Corporations shall automatically and by operation of law be canceled and the certificate evidencing ownership of these shares shall be canceled and reissued in the Surviving Corporation's name, which shall be Farmland Dairies as set forth in Section 3.1(d) of this Agreement. The certificate evidencing ownership of the shares of capital stock of the Surviving Corporation shall remain issued and outstanding.

ARTICLE 5

ARTICLES OF INCORPORATION AND BY-LAWS OF THE SURVIVING CORPORATION

The Articles of Incorporation of the Merging Corporations on the Effective Date of the Merger shall become the Articles of Incorporation of the Surviving Corporation. Also, upon the Effective Date of the Merger, the By-laws of the Merging Corporations shall become the By-laws of the Surviving Corporation.

ARTICLE 6

DIRECTORS AND OFFICERS

The directors and officers of the Merging Corporations in office on the Effective Date of the Merger shall become the directors and officers of the Surviving Corporation, each to hold office until a successor shall have been elected and shall have been qualified or until the earlier of resignation or removal.

ARTICLE 7

CORPORATE APPROVALS AND TERMINATION

Section 7.1. Corporate Approvals. The shareholders and Board of Directors of the Surviving Corporation have authorized and approved this Agreement and all transactions contemplated herein. The shareholders and Board of Directors of the Merging Corporations have authorized and approved this Agreement and all transactions contemplated herein.

Section 7.2 Termination. At any time prior to the Effective Date of the Merger, this Agreement may be terminated and abandoned by the Merging Corporations by appropriate resolution of its Board of Directors. In the event of such termination and abandonment, this Agreement shall become void and neither the Merging Corporations nor the Surviving Corporation or their respective shareholders, directors or officers may be held liable in respect to such termination or abandonment.

ARTICLE 8

MISCELLANEOUS

Section 8.1. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignment, assurance or other action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Merging Corporations or otherwise to carry out the purposes of this Agreement, the proper officers and directors of the Merging Corporations shall execute and make all such proper assignments or assurances and take such other actions. The proper officers and directors of the Surviving Corporation are hereby authorized in the name of the Merging Corporations, or otherwise, to take any and such action.

[REST OF PAGE INTENTIONALLY LEFT BLANK]

EXECUTED as of the date first above written.

"MERGING CORPORATIONS"

CLINTON MILK COMPANY MILK
PRODUCTS, INC.

By: 
Name: Aldo Uva
Title: Chief Executive Officer

ATTEST:

By: 
Gian Paolo Zilli, Secretary


FAIRDALE MILK CO., INC.

By: 
Name: Aldo Uva
Title: President

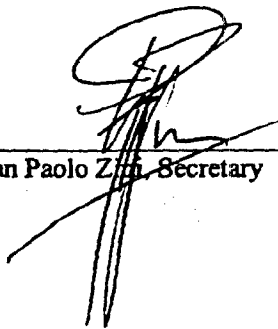
ATTEST:

By: 
William Black, Secretary

MILK PRODUCTS, INC.

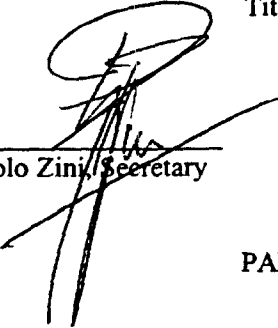
By: 
Name: Aldo Uva
Title: President

ATTEST:

By: 
Gian Paolo Zilli, Secretary

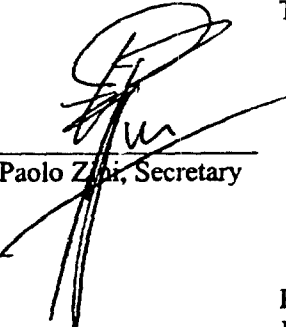
NEW ATLANTA DAIRIES, INC.

By: 
Name: Aldo Uva
Title: President

ATTEST:
By: 
Gian Paolo Zini, Secretary

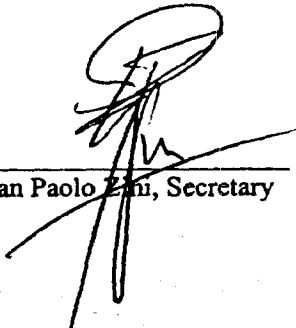
PARMALAT WELSH FARMS, INC.

By: 
Name: Aldo Uva
Title: President

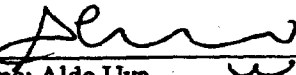
ATTEST:
By: 
Gian Paolo Zini, Secretary

PARMALAT WHITE KNIGHT
PACKAGING CORP.

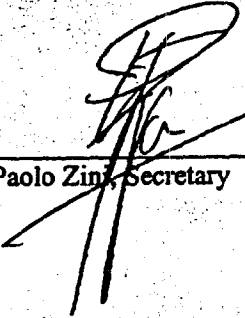
By: 
Name: Aldo Uva
Title: President

ATTEST:
By: 
Gian Paolo Zini, Secretary

SUNNYDALE FARMS, INC.

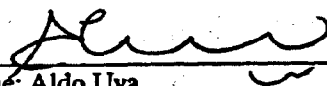
By: 
Name: Aldo Uva
Title: President

ATTEST:

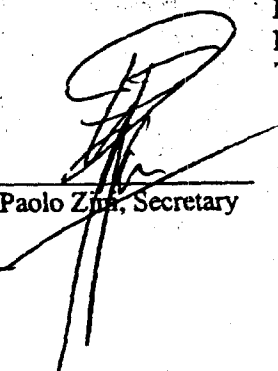
By: 
Gian Paolo Zini, Secretary

"SURVIVING CORPORATION"

FARMLAND DAIRIES

By: 
Name: Aldo Uva
Title: President

ATTEST:

By: 
Gian Paolo Zini, Secretary

SECRETARY OF STATE
Dec 21 1 43 PM '99
DSM (4)

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983491048
CONTROL NUMBER : 9302476
EFFECTIVE DATE: 12/31/1998
REFERENCE : 0077
PRINT DATE : 12/28/1998
FORM NUMBER : 411

CSC
LISA WILLIAMS
STE 660, 100 PEACHTREE ST.
ATLANTA, GEORGIA 30303

CERTIFICATE OF MERGER

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:
NEW ATLANTA DIARIES, INC., a Georgia corporation

Nonsurviving Entity/Entities:
PEELER JERSEY FARMS, INC., a South Carolina corporation



Lewis A. Massey

TRADEMARK
Lewis A. Massey

REEL: 002464 FRAME: 0601

98 3491048

ARTICLES OF MERGER

OF

PEELER JERSEY FARMS, INC. 98 3491048
cc

INTO

NEW ATLANTA DAIRIES, INC.

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code governing the merger of a foreign wholly-owned subsidiary business corporation into its domestic parent business corporation hereinafter named does hereby adopt the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of South Carolina, is Peeler Jersey Farms, Inc. (hereinafter referred to as "Peeler Jersey Farms").
2. The name of the parent corporation, which is a business Corporation organized under the laws of the State of Georgia, is New Atlanta Dairies, Inc. (hereinafter referred to as "New Atlanta Dairies").
3. The number of outstanding shares of Peeler Jersey Farms is 128,000, all of which are of one class, and all of which are owned by New Atlanta Dairies.
4. The following is the Plan of Merger for merging Peeler Jersey Farms into New Atlanta Dairies, as approved by resolution of the Board of Directors of New Atlanta Dairies:

"1. New Atlanta Dairies, which is a business corporation of the State of Georgia and is the owner of all of the outstanding shares of Peeler Jersey Farms, which is a business corporation of the State of South Carolina, hereby merges Peeler Jersey Farms into New Atlanta Dairies pursuant to the provisions of the South Carolina Business Corporation Act of 1988 and pursuant to the provisions of the Georgia Business Corporation Code.

"2. The separate existence of Peeler Jersey Farms shall cease at the effective time and date of the merger pursuant to the provisions of the South Carolina Business Corporation Act of 1988; and New Atlanta Dairies shall continue its existence as the surviving corporation pursuant to the provisions of the Georgia Business Corporation Code.

"3. The Articles of Incorporation of New Atlanta Dairies are not amended in any Respect by this Plan of Merger.

"4. The issued shares of Peeler Jersey Farms shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered and extinguished.

"5. Each share of New Atlanta Dairies outstanding immediately prior to the time the merger takes effect is to be an identical outstanding share of New Atlanta Dairies after the time the merger takes effect. This merger shall be treated as a liquidation under Sec. 332 of the Internal Revenue Code of 1986.

"6. No shares of New Atlanta Dairies and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

"7. The Board of Directors and the proper officers of New Atlanta Dairies are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. New Atlanta Dairies, in its capacity as the holder of all of the outstanding shares of Peeler Jersey Farms, waives the mailing of a copy of the Plan of Merger to New Atlanta Dairies otherwise provided for under the provisions of Sec. 14-22-1104 of the Georgia Business Corporation Code.

6. The laws of the jurisdiction of organization of Peeler Jersey Farms permit the merger of a wholly-owned subsidiary business corporation of that jurisdiction into a parent business corporation of another jurisdiction; and the merger of Peeler Jersey Farms into New Atlanta

Dairies is in compliance with the laws of the jurisdiction of organization of South Carolina.

7. Shareholder approval was not required.

8. This Article constitutes an undertaking by the surviving corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

9. The merger herein provided for shall take effect in the State of Georgia on December 31, 1998.

Executed on November 30, 1998.

NEW ATLANTA DAIRIES, INC.

By: *Eric Dailey*
Name: ERIC DAILEY
Title PRESIDENT

SECRETARY OF STATE
DEC 23 11 02 AM '98

SECRETARY OF STATE
DEC 15 11 26 AM '98

PEELERGA
11/30/98

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983491047
CONTROL NUMBER: 9302476
EFFECTIVE DATE: 12/31/1998
REFERENCE : 0077
PRINT DATE : 12/28/1998
FORM NUMBER : 411

CSC
LISA WILLIAMS
STE 660, 100 PEACHTREE ST.
ATLANTA, GEORGIA 30303

CERTIFICATE OF MERGER

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:
NEW ATLANTA DIARIES, INC., a Georgia corporation

Nonsurviving Entity/Entities:
PEELCO, INC., a South Carolina corporation



Lewis A. Massey

Lewis A. Massey
TRADEMARK
REEL: 002464 FRAME: 0605

983491047

ARTICLES OF MERGER

OF

PEELCO, INC. 9814599

INTO

NEW ATLANTA DAIRIES, INC.

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code governing the merger of a foreign wholly-owned subsidiary business corporation into its domestic parent business corporation hereinafter named does hereby adopt the following Articles of Merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of South Carolina, is Peelco, Inc. (hereinafter referred to as "Peelco").
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Georgia, is New Atlanta Dairies, Inc. (hereinafter referred to as "New Atlanta Dairies").
3. The number of outstanding shares of Peelco is 18,000, all of which are of one class, and all of which are owned by New Atlanta Dairies.
4. The following is the Plan of Merger for merging Peelco into New Atlanta Dairies, as approved by resolution of the Board of Directors of New Atlanta Dairies:

"1. New Atlanta Dairies, which is a business corporation of the State of Georgia and is the owner of all of the outstanding shares of Peelco, which is a business corporation of the State of South Carolina, hereby merges Peelco into New Atlanta Dairies pursuant to the provisions of the South Carolina Business Corporation Act of 1988 and pursuant to the provisions of the Georgia Business Corporation Code.

"2. The separate existence of Peelco shall cease at

the effective time and date of the merger pursuant to the provisions of the South Carolina Business Corporation Act of 1988; and New Atlanta Dairies shall continue its existence as the surviving corporation pursuant to the provisions of the Georgia Business Corporation Code.

"3. The Articles of Incorporation of New Atlanta Dairies are not amended in any Respect by this Plan of Merger.

"4. The issued shares of Peelco shall not be converted or exchanged in any manner, but each said share which is issued as of the time the merger takes effect shall be surrendered and extinguished.

"5. Each share of New Atlanta Dairies outstanding immediately prior to the time the merger takes effect is to be an identical outstanding share of New Atlanta Dairies after the time the effective date of the merger. This merger shall be treated as a liquidation under Sec. 332 of the Internal Revenue Code of 1986.

"6. No shares of New Atlanta Dairies and no shares, securities, or obligations convertible into such shares are to be issued or delivered under this Plan of Merger.

"7. The Board of Directors and the proper officers of Peelco and New Atlanta Dairies are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. New Atlanta Dairies, in its capacity as the holder of all of the outstanding shares of Peelco, waives the mailing of a copy of the Plan of Merger to New Atlanta Dairies otherwise provided for under the provisions of Sec. 14-22-1104 of the Georgia Business Corporation Code.

6. The laws of the jurisdiction of organization of Peelco permit the merger of a wholly-owned subsidiary business corporation of that jurisdiction into a parent business corporation of another jurisdiction; and the merger of Peelco into New Atlanta Dairies is in compliance with the laws of the jurisdiction of organization of South Carolina.

7. Shareholder approval was not required.

8. This Article constitutes an undertaking by the surviving corporation that the request for publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

9. The merger herein provided for shall take effect in the State of Georgia on December 31, 1998.

Executed on November ³⁰, 1998.

NEW ATLANTA DAIRIES, INC.

By: *Eric Dailey*
Name: *Eric Dailey*
Title *President*

SECRETARY OF STATE

REC'D
EEELCOGA
12/30/98
DEC 23 11 03
BSR

SECRETARY OF STATE
DEC 15 11 26 AM '98
BSR (0)

Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 983500644
CONTROL NUMBER: 9302476
EFFECTIVE DATE: 12/31/1998
REFERENCE : 0045
PRINT DATE : 12/16/1998
FORM NUMBER : 411

CSC
HEATHER KLINZING
100 PEACHTREE ST.
ATLANTA, GA 30303

CERTIFICATE OF MERGER

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:
NEW ATLANTA DAIRIES, INC.
a Georgia corporation

Nonsurviving Entity/Entities:
KINNETT DAIRIES, INC.
a Georgia corporation



Lewis A. Massey
LEWIS A. MASSEY
REEL: 002464 FRAME: 0609

983500644

ARTICLES OF MERGER

OF

KINNETT DAIRIES, INC. 1309085

AND

NEW ATLANTA DAIRIES, INC. 9302476

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the domestic corporations named herein do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Kinnett Dairies, Inc., (hereinafter referred to as "Kinnett Dairies") with and into New Atlanta Dairies, Inc. (hereinafter referred to as "New Atlanta Dairies"), as adopted at a meeting by the Board of Directors of Kinnett Dairies on September 30, 1998, and adopted at a meeting by the Board of Directors of New Atlanta Dairies on September 30, 1998.

2. The merger was duly approved by the shareholders of Kinnett Dairies and New Atlanta Dairies, respectively.

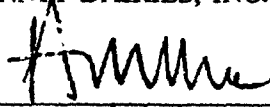
3. New Atlanta Dairies will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Georgia Business Corporation Code.

4. This Article constitutes an undertaking by the surviving corporation that the request for the publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

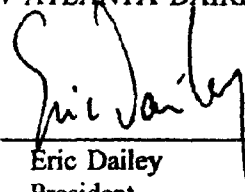
5. The merger provided for herein shall take effect at 11:59 p.m. on December 31, 1998.

Executed on October 30, 1998.

KINNETT DAIRIES, INC.

By: 
Name: ALNASHIA LAKHA
Title: Secretary

NEW ATLANTA DAIRIES, INC.

By: 
Eric Dailey
President

SECRETARY OF STATE
DEC 16 11 07 AM '98

PLAN OF MERGER

PLAN OF MERGER adopted by Kinnett Dairies, Inc., a corporation for profit organized under the laws of the State of Georgia by resolution of its Board of Directors on September 30, 1998, and adopted on October 1, 1998, by New Atlanta Dairies, Inc., a corporation for profit organized under the laws of the State of Georgia, by resolution of its Board of Directors on September 30, 1998. Both constituent corporations are wholly-owned subsidiaries of Parmalat USA Corp., a New York corporation, with its principal office in New Jersey. Both constituent corporations desire that Kinnett Dairies, Inc. shall merge with and into New Atlanta Dairies, Inc. as hereinafter provided.

1. Kinnett Dairies, Inc. and New Atlanta Dairies, Inc. shall, pursuant to the provisions of the Georgia Business Corporation Code, be merged with and into a single corporation, to wit, New Atlanta Dairies, Inc. which shall be the surviving corporation when the merger takes effect and which is hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Georgia Business Corporation Code. The separate existence of Kinnett Dairies, Inc. which is hereinafter referred to as the "Non-Surviving Corporation", shall cease when the merger takes effect in accordance with the provisions of the Georgia Business Corporation Code.

2. The Articles of Incorporation of the Surviving Corporation upon the effective date of the merger shall be the Articles of Incorporation of said Surviving Corporation, and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Georgia Business Corporation Code.

3. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided, and in the manner prescribed by the provisions of the Georgia Business Corporation Code.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation thereafter, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Every ten (10) issued shares of the Non-Surviving Corporation shall, upon the effective date of the merger, be converted into one share of the Surviving Corporation. Fractional shares shall be rounded upwards to the nearest whole number

of shares. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation. This exchange shall be treated as a merger under Sec. 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of the Non-Surviving Corporation and to the sole shareholder of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporation and by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Georgia Business Corporation Code, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Georgia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. In such case, the Board of Directors and the proper officers of the Non-Surviving Corporation and the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date and time of the merger in the State of Georgia shall be on December 31, 1998 at 11:59 p.m.

Secretary of State
Business Services and Regulation
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER: 9302476
EFFECTIVE DATE: 02/02/1993
COUNTY : FULTON
REFERENCE : 0069
PRINT DATE : 02/02/1993
FORM NUMBER : 311

PARKER, JOHNSON, COOK & DUNLEVIE
BONNIE MAYS
1275 PEACHTREE STREET, NE, STE 700
ATLANTA, GEORGIA 30309

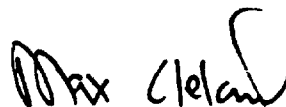
CERTIFICATE OF INCORPORATION

I, MAX CLELAND, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

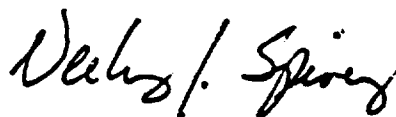
NEW ATLANTA DAIRIES, INC.

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



MAX CLELAND
SECRETARY OF STATE



VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE



**ARTICLES OF INCORPORATION
OF
NEW ATLANTA DAIRIES, INC.**

Article 1. Name. The name of the Corporation is New Atlanta Dairies, Inc.

Article 2. State of Organization. The Corporation is organized pursuant to the provisions of the Georgia Business Corporation Code (the "Code").

Article 3. Capital Stock. The total number of shares of stock which the Corporation shall have authority to issue is not more than 10,000 shares of capital stock, all of which shall be designated "Common Stock." The shares of Common Stock shall have unlimited voting rights and shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

Article 4. Registered Office and Registered Agent. The initial registered office of the Corporation shall be at 1275 Peachtree Street, N.E., Suite 700, Atlanta, Fulton County, Georgia 30309. The initial registered agent of the Corporation at such address shall be Fred J. Pinckney, Esq.

Article 5. Principal Office. The initial principal office of the Corporation shall be at 1275 Peachtree Street, N.E., Suite 700, Atlanta, Fulton County, Georgia 30309.

Article 6. Initial Directors. The initial Board of Directors shall consist of one (1) member whose name and address is set forth below.

Roger Peroni
c/o Pavia & Harcourt
600 Madison Avenue
New York, New York 10022

Article 7. Director's Liability. No director shall have any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring on or subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Section 14-2-832 of the Code; or (d) any transaction from which the director received an improper personal benefit.

Article 8. Indemnification. Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Georgia and which are actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person may be involved by

reason of his being or having been a director or officer of this Corporation or of such other enterprises.

Notwithstanding anything contained herein to the contrary, this Article is intended to provide indemnification to each director and officer of the Corporation to the fullest extent authorized by the Code, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader rights than said statute permitted the Corporation to provide prior thereto).

Article 9. Action by Shareholders Without a Meeting. Any action required or permitted by statute or by the Articles of Incorporation or Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shareholders entitled to vote were present and voted. No such written consent shall be valid unless (i) the consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders for action, including notice of any applicable dissenters' rights, or (ii) the consent includes an express waiver of the right to receive the material otherwise required to be furnished. Notice of such action without a meeting by less than unanimous written consent, together with such material, shall be given within ten (10) days

of the taking of such action to those shareholders of record who did not participate in taking the action.

Article 10. Incorporator. The name and the address of the Incorporator is Fred J. Pinckney, Esq., Parker, Johnson, Cook & Dunlevie, 1275 Peachtree Street, N.E., Suite 700, Atlanta, Georgia 30309.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

Fred J. Pinckney

FRED J. PINCKNEY, Incorporator

Suite 700
1275 Peachtree Street, N.E.
Atlanta, Georgia 30309
404/872-7000

Feb 11 1993

SECRETARY OF STATE



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION

Suite 315, West Tower
2 Martin Luther King Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

J. F. GULLION
Director

**TRANSMITTAL INFORMATION FOR GEORGIA
PROFIT OR NONPROFIT CORPORATIONS**

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET # 930330413 PENDING CONTROL # P028851 CONTROL # 9302476
 Docket Code 311 Corporation Type DP
 Date Filed 2/2/93 Amount Received \$ 160.00 Check/Receipt # _____
 Jurisdiction (County) Code 60
 Examiner 69 Date Completed 2/2/93

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1. 930320380
 Corporate Name Reservation Number
New Atlanta Dairies, Inc.
 Corporate Name (exactly as appears on name reservation)

2. Bonnie Mays 888-7480
 Applicant/Attorney Telephone Number
1275 Peachtree Street, N.E., Suite 700
 Address
Atlanta GA 30309
 City State Zip Code

3. NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)

1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)
2. ORIGINAL ARTICLES OF INCORPORATION
3. ONE COPY OF ARTICLES OF INCORPORATION

I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Intent to Incorporate and a publishing fee of \$40.00 has been mailed or delivered to the authorized newspaper as required by law.

Bonnie Mays
 Authorized Signature

2/2/93
 Date

TRADEMARK

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 020660779
CONTROL NUMBER : K302476
DATE INC/AUTH/FILED: 02/02/1993
JURISDICTION : GEORGIA
PRINT DATE : 03/07/2002
FORM NUMBER : 215

STEVENS DAVIS MILLER & MOSHER LLP
SCOTT GOODE
1615 L ST NW STE 850
WASHINGTON, DC 20036

CERTIFIED COPY

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

NEW ATLANTA DAIRIES, INC. A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the Office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



A handwritten signature in black ink, appearing to read 'Cathy Cox', is written over the printed name.

Cathy Cox
Secretary of State

RECORDED: 03/13/2002

TRADEMARK
REEL: 002464 FRAME: 0620