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03-29-2002

2002

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



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102036075

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

1. Name of conveying party(ies): Berner Cheese Corporation. Handwritten: 1.2.02, 5.15.02. Includes checkboxes for Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, and Other.

2. Name and address of receiving party(ies): Name: Berner Foods, Inc. Address: 24 Main Street, Roscoe, IL 61073. Includes checkboxes for citizenship and designation.

3. Nature of conveyance: Includes checkboxes for Assignment, Merger, Security Agreement, Change of Name, and Other. Execution Date: 6/22/00.

4. Application number(s) or registration number(s): A. Trademark Application No.(s) 76/024,690, 76/142,975, 75/645,389, 76/143,939, 76/247,184. B. Trademark Registration No.(s) 2,373,427, 2,363,596, 2,450,600, 2,008,009, 2,336,360, 2,254,485, 2,334,921.

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Cynthia B. Stevens, Internal Address: Wildman, Harrold, Allen & Dixon, Street Address: 225 West Wacker Drive, Chicago, IL 60606-1229.

6. Total number of applications and registrations involved: 12. 7. Total fee (37 CFR 3.41): \$ 315.00. Includes checkboxes for Enclosed and Authorized to be charged to deposit account. 8. Deposit account number: 23-2126.

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.

Cynthia B. Stevens, Esq. Name of Person Signing

[Signature] Signature

11-27-01 Date

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

01/03/2002 LNUELLER 00000318 76024690

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

01 FC:481 02 FC:482

40.00 OP 275.00 OP

TRADEMARK REEL: 002471 FRAME: 0125

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BERNER CHEESE CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 30TH day of JUNE A.D. 2000 and of the Independence of the United States the two hundred and 24TH



Jesse White

Secretary of State

Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued shares or a reduction of the number of authorized shares of any class below the number of issued shares of that class provided for or affected by this amendment, is as follows: (If not applicable, insert "No change")

No change.

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-in capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (If not applicable, insert "No change")

No change.

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (If not applicable, insert "No change")

No change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK.**)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm: under penalties of perjury, that the facts stated herein are true.

Dated 10-22, 2000
(Month & Day) (Year)
 attested by Edward C. Kneubuehl
(Signature of Secretary or Assistant Secretary)
Edward C. Kneubuehl, Secretary
(Type or Print Name and Title)

Berner Cheese Corporation
(Exact Name of Corporation at date of execution)
 by Stephen A. Kneubuehl
(Signature of President or Vice President)
Stephen A. Kneubuehl, President
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, _____
(Month & Day) (Year)

NOTES and INSTRUCTIONS

NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.

NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before a directors have been named or elected. (§10.1)

NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:

- (a) to remove the names and addresses of directors named in the articles of incorporation;
- (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to §5.10 is also filed;
- (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
- (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
- (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding geographical attribution to the name;
- (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with §9.05,
- (g) to restate the articles of incorporation as currently amended. (§10.1)

NOTE 4: All amendments not adopted under §10.10 or §10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§10.20)

NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed their consent must be promptly notified of the passage of the amendment. (§§7.10 & 10.20)

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832



JUN 2

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 6-30-00

Franchise Tax \$
Filing Fee* \$25.00
Penalty \$

Approved: [Signature]

Remit payment in check or money order, payable to "Secretary of State."
The filing fee for restated articles of amendment - \$100.00
<http://www.sos.state.il.us>

1. CORPORATE NAME: Berner Cheese Corporation

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on June 22
2000 in the manner indicated below. ("X" one box only) (Month & Day)

By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected;

(Note 2)

By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment;

(Note 2)

By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment;

(Note 3)

By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment;

(Note 4)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10;

(Notes 4&5)

By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by all the shareholders entitled to vote on this amendment.

(Note 5)

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name below. Use Page 2 for all other amendments.

Article I: The name of the corporation is:

Berner Foods, Inc.

(NEW NAME)

PAID

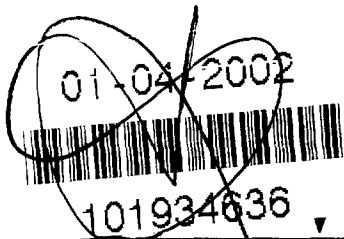
JUL 3 2000

All changes other than name, include on page 2
(over)

Expedited Services
TRADEMARK

REEL: 002471 FRAME: 0130

2002



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

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): Berner Cheese Corporation
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: Berner Foods, Inc.
Internal Address:
Street Address: 24 Main Street
City: Roscoe State: IL Zip: 61073
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Illinois 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:

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/024,690, 76/142,975, 75/645,389, 76/143,939, 76/247,184
Additional number(s) attached Yes No

B. Trademark Registration No.(s) 2,373,427, 2,363,596, 2,450,600, 2,008,009, 2,336,360, 2,254,485, 2,334,921
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Cynthia B. Stevens
Internal Address: Wildman, Harrold, Allen & Dixon
Street Address: 225 West Wacker Drive
City: Chicago State: IL Zip: 60606-1229

6. Total number of applications and registrations involved: 12
7. Total fee (37 CFR 3.41): \$ 315.00
Enclosed Authorized to be charged to deposit account
8. Deposit account number: 23-2126
(Attach duplicate copy of this page if paying by deposit account)

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.
Cynthia B. Stevens, Esq. Signature Date 11-27-01
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: 6

01/03/2002 LMUELLER 00000316 76024690
01 FC:461 40.00 OP
02 FC:482 275.00 OP

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

TRADEMARK REEL: 002471 FRAME: 0131

State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF BERNER CHEESE CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 30TH day of JUNE A.D. 2000 and of the Independence of the United States the two hundred and 24TH



Jesse White

Secretary of State

Text of Amendment

- b. *(If amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to do so, add one or more sheets of this size.)*

4. The manner, if not set forth in Article 3b, in which any exchange, reclassification or cancellation of issued share or a reduction of the number of authorized shares of any class below the number of issued shares of that class provided for or affected by this amendment, is as follows: (if not applicable, insert "No change")

No change.

5. (a) The manner, if not set forth in Article 3b, in which said amendment effects a change in the amount of paid-capital (Paid-in capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) is as follows: (if not applicable, insert "No change")

No change.

(b) The amount of paid-in capital (Paid-in Capital replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts) as changed by this amendment is as follows: (if not applicable, insert "No change")

No change

	Before Amendment	After Amendment
Paid-in Capital	\$ _____	\$ _____

(Complete either Item 6 or 7 below. All signatures must be in **BLACK INK.**)

6. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirm: under penalties of perjury, that the facts stated herein are true.

Dated 6-22, 2000
(Month & Day) (Year)
 attested by Edward C. Kneubuehl
(Signature of Secretary or Assistant Secretary)
Edward C. Kneubuehl, Secretary
(Type or Print Name and Title)

Bernier Cheese Corporation

(Exact Name of Corporation and date of execution)
 by Stephen A. Kneubuehl
(Signature of President or Vice President)
Stephen A. Kneubuehl, President
(Type or Print Name and Title)

7. If amendment is authorized pursuant to Section 10.10 by the incorporators, the incorporators must sign below, and type or print name and title.

OR

If amendment is authorized by the directors pursuant to Section 10.10 and there are no officers, then a majority of the directors or such directors as may be designated by the board, must sign below, and type or print name and title.

The undersigned affirms, under the penalties of perjury, that the facts stated herein are true.

Dated _____, _____
(Month & Day) (Year)

NOTES and INSTRUCTIONS

- NOTE 1: State the true exact corporate name as it appears on the records of the office of the Secretary of State, BEFORE any amendments herein reported.
- NOTE 2: Incorporators are permitted to adopt amendments ONLY before any shares have been issued and before any directors have been named or elected. (§10.10)
- NOTE 3: Directors may adopt amendments without shareholder approval in only seven instances, as follows:
- (a) to remove the names and addresses of directors named in the articles of incorporation;
 - (b) to remove the name and address of the initial registered agent and registered office, provided a statement pursuant to §5.10 is also filed;
 - (c) to increase, decrease, create or eliminate the par value of the shares of any class, so long as no class or series of shares is adversely affected.
 - (d) to split the issued whole shares and unissued authorized shares by multiplying them by a whole number, so long as no class or series is adversely affected thereby;
 - (e) to change the corporate name by substituting the word "corporation", "incorporated", "company", "limited", or the abbreviation "corp.", "inc.", "co.", or "ltd." for a similar word or abbreviation in the name, or by adding geographical attribution to the name;
 - (f) to reduce the authorized shares of any class pursuant to a cancellation statement filed in accordance with §9.05,
 - (g) to restate the articles of incorporation as currently amended. (§10.15)
- NOTE 4: All amendments not adopted under §10.10 or §10.15 require (1) that the board of directors adopt a resolution setting forth the proposed amendment and (2) that the shareholders approve the amendment.

Shareholder approval may be (1) by vote at a shareholders' meeting (*either annual or special*) or (2) by consent in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least 2/3 of the outstanding shares entitled to vote on the amendment (*but if class voting applies, then also at least a 2/3 vote within each class is required*).

The articles of incorporation may supersede the 2/3 vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding shares entitled to vote and not less than a majority within each class when class voting applies. (§10.20)

- NOTE 5: When shareholder approval is by consent, all shareholders must be given notice of the proposed amendment at least 5 days before the consent is signed. If the amendment is adopted, shareholders who have not signed their consent must be promptly notified of the passage of the amendment. (§§7.10 & 10.20)

Form **BCA-1030**

(Rev. Jan. 1999)

ARTICLES

File # 5073-760-8

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1832

SUBMIT IN DUPLICATE

**This space for use by
Secretary of State**

Date 6-30-00
Franchise Tax \$
Filing Fee* \$25.00
Penalty \$
Approved: *[Signature]*

Remit payment in check or money
order, payable to "Secretary of State."
The filing fee for restated articles of
amendment - \$100.00
<http://www.sos.state.il.us>

JUN 30 2000
JESSE WHITE
SECRETARY OF STATE

1. CORPORATE NAME: Berner Cheese Corporation

(Note 1)

2. MANNER OF ADOPTION OF AMENDMENT:

The following amendment of the Articles of Incorporation was adopted on June 22
2000 in the manner indicated below. ("X" one box only) (Month & Day)

- (Year) By a majority of the incorporators, provided no directors were named in the articles of incorporation and no directors have been elected; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.10, the corporation having issued no shares as of the time of adoption of this amendment; (Note 2)
- By a majority of the board of directors, in accordance with Section 10.15, shares having been issued but shareholder action not being required for the adoption of the amendment; (Note 3)
- By the shareholders, in accordance with Section 10.20, a resolution of the board of directors having been duly adopted and submitted to the shareholders. At a meeting of shareholders, not less than the minimum number of votes required by statute and by the articles of incorporation were voted in favor of the amendment; (Note 4)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders having less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with Section 7.10; (Notes 4 & 8)
- By the shareholders, in accordance with Sections 10.20 and 7.10, a resolution of the board of directors having been duly adopted and submitted to the shareholders. A consent in writing has been signed by shareholders entitled to vote on this amendment.

3. TEXT OF AMENDMENT:

a. When amendment effects a name change, insert the new corporate name in the following amendments.

Article I: The name of the corporation is:

Berner Foods, Inc.
(NEW NAME)

All changes other than name changes must be made on a separate page (over)