

04-08-2002

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

102046379

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

1. Name of conveying party(ies):
Snow Ball Foods, Inc. 3-19-02
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (**New Jersey**)
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: **Snow Ball Foods, LLC**
Internal Address: _____
Street Address: **1051 Sykes Lane**
City: **Williamstown** State: **NJ** Zip: **08094**
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other **Limited Liability Company**
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

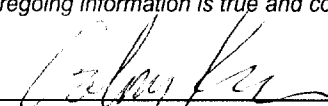
3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: **March 1, 2002**

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s)
1,406,945 1,455,610 2,020,523
2,036,859 2,314,802 2,316,847
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Galina A. Krasilovsky Kirman**
Internal Address: **Winston & Strawn**
Street Address: **200 Park Avenue**
City: **New York** State: **NY** Zip: **10166**

6. Total number of applications and registrations involved: **6**
7. Total fee (37 CFR 3.41).....\$ **165.00**
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
501-814
(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.
Galina A. Krasilovsky Kirman  **March 19, 2002**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: **12**

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

04/05/2002 DBYRNE 00000148 501814 1406945

01 FC:401 40.00 CH
02 FC:402 125.00 CH

TRADEMARK
REEL: 002475 FRAME: 0960

Delaware

PAGE 1

The First State

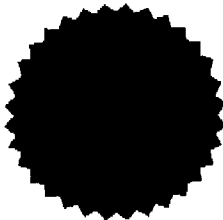
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SNOW BALL FOODS, INC.", A NEW JERSEY CORPORATION,

"SNOW BALL REALTY, INC.", A NEW JERSEY CORPORATION,

WITH AND INTO "SNOW BALL FOODS, LLC" UNDER THE NAME OF "SNOW BALL FOODS, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTH DAY OF MARCH, A.D. 2002, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWELFTH DAY OF MARCH, A.D. 2002, AT 12 O'CLOCK P.M.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3491205 8100M

020162031

AUTHENTICATION: 1659303

DATE: 03-12-02

TRADEMARK
REEL: 002475 FRAME: 0961

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 03/08/2002
020156976 - 3491205

CERTIFICATE OF MERGER

OF

SNOW BALL FOODS, INC., a New Jersey corporation

SNOW BALL REALTY, INC., a New Jersey corporation

AND

SNOW BALL FOODS, LLC, a Delaware limited liability company

It is hereby certified that:

1. The constituent business entities participating in the merger herein certified are:
 - (i) Snow Ball Foods, Inc., which is incorporated under the laws of the State of New Jersey;
 - (ii) Snow Ball Realty, Inc., which is incorporated under the laws of the State of New Jersey; and
 - (iii) Snow Ball Foods, LLC, which is organized under the laws of the State of Delaware.
2. An Agreement and Plan of Merger has been approved and executed by each of the domestic limited liability companies and other business entities which is to merge.
3. The name of the surviving domestic limited liability company in the merger herein certified is Snow Ball Foods, LLC, which will continue its existence under its present name pursuant to the provisions of the Delaware Limited Liability Company Act.
4. The effective date and time of the merger provided for herein shall be 12:00 noon on March 12, 2002.
5. The Certificate of Formation of Snow Ball Foods, LLC, as now in force and effect, shall continue to be the Certificate of Formation of said surviving domestic limited liability company until amended and changed pursuant to the provisions of the Delaware Limited Liability Company Act.

6. The Agreement and Plan of Merger is on file at the principal place of business of the surviving domestic limited liability company, the address of which is as follows: 1051 Sykes Lane, Williamstown, New Jersey 08094

7. A copy of the Agreement and Plan of Merger will be furnished by the surviving domestic limited liability company, on request, and without cost, to any member of the surviving domestic limited liability company or any person holding an interest in any other business entity which is to merge.

[Signature Page Follows]

NY:883694.2

TRADEMARK
REEL: 002475 FRAME: 0963

6. The Agreement and Plan of Merger is on file at the principal place of business of the surviving domestic limited liability company, the address of which is as follows: 1051 Sykes Lane, Williamstown, New Jersey 08094

7. A copy of the Agreement and Plan of Merger will be furnished by the surviving domestic limited liability company, on request, and without cost, to any member of the surviving domestic limited liability company or any person holding an interest in any other business entity which is to merge.

Executed on this 1st day of March, 2002.

SNOW BALL FOODS, LLC

By: SNOW BALL HOLDING CO., INC.,
its sole member

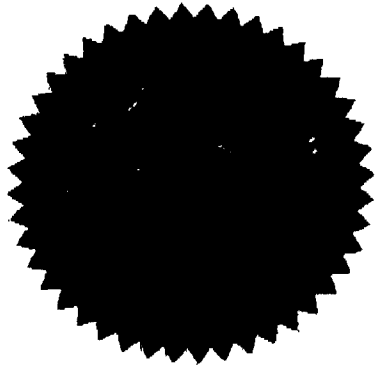
By: 

Name: Gerald T. Caltabiano
Title: President

STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

SNOW BALL FOODS, LLC

*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
certificate of merger was filed in this office on
March 8th, 2002
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
11th day of March, 2002

A handwritten signature in cursive script, appearing to read "John E. McCormac".

John E. McCormac, CPA
State Treasurer

CERTIFICATE OF MERGER**OF****SNOW BALL FOODS, INC., a New Jersey corporation****SNOW BALL REALTY, INC., a New Jersey corporation****AND****SNOW BALL FOODS, LLC, a Delaware limited liability company**

To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Section 14A:10-14 of the New Jersey Business Corporation Act, it is hereby certified that:

FIRST: The names of the merging entities are Snow Ball Foods, Inc., which is a business corporation organized under the laws of the State of New Jersey, Snow Ball Realty, Inc., which is a business corporation organized under the laws of the State of New Jersey and Snow Ball Foods, LLC, which is a limited liability company organized under the laws of the State of Delaware.

SECOND: Annexed hereto and made a part hereof is the Agreement and Plan of Merger for merging each of Snow Ball Foods, Inc. and Snow Ball Realty, Inc. with and into Snow Ball Foods, LLC as approved by the governing bodies of each of the said entities.

THIRD: All of the respective shareholders of each of Snow Ball Foods, Inc. and Snow Ball Realty, Inc. entitled to vote approved the Agreement and Plan of Merger pursuant to their written consents without a meeting of shareholders; and the number of shares of Snow Ball Foods, Inc. represented by such consents is 1,000 Class A shares of common stock, 100 Class B shares of common stock and 3,681 shares of preferred stock and the number of shares of Snow Ball Realty, Inc. represented by such consents is 100 shares. The date of said consents and approval was March 1, 2002.

FOURTH: The applicable provisions of the laws of the jurisdiction of organization of Snow Ball Foods, LLC relating to the merger of each of Snow Ball Foods, Inc. and Snow Ball Realty, Inc. with and into Snow Ball Foods, LLC will have been complied with upon compliance with any of the filing and recording requirements thereof.

FIFTH: The effective date and time of the merger provided for herein shall be 12:00 noon on March 12, 2002.

SIXTH: Snow Ball Foods, LLC hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of Snow Ball Foods, Inc. and/or Snow Ball Realty, Inc. or any obligation of Snow Ball Foods, LLC for which it is previously amenable to suit in the State of New Jersey and in any proceeding for the enforcement of the rights of a dissenting shareholder of Snow Ball Foods, Inc. or Snow Ball Realty, Inc. against Snow Ball Foods, LLC, and Snow Ball Foods, LLC hereby irrevocably appoints the Department of the Treasury of the State of New Jersey as its agent to accept service of process in any such proceeding and designates the following post office address within the State of New Jersey to which said Department of the Treasury shall mail a copy of the process in such proceeding: 1051 Sykes Lane, Williamstown, New Jersey 08094

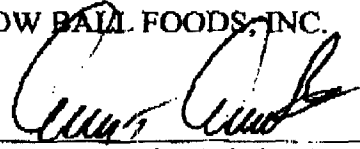
Snow Ball Foods, LLC hereby agrees that it will promptly pay to the dissenting shareholders of Snow Ball Foods, Inc. and/or Snow Ball Realty, Inc. the amount, if any, to which they are entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.

SEVENTH: Snow Ball Foods, LLC will continue its existence as the surviving limited liability company under its present name pursuant to the provisions of the laws of the jurisdiction of its organization.


[Signature Page Follows]

Executed on this 1st day of March, 2002.

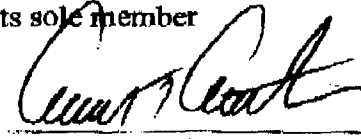
SNOW BALL FOODS, INC.

By: 
Name: Gerald T. Caltabiano
Title: President

SNOW BALL REALTY, INC.

By: 
Name: Gerald T. Caltabiano
Title: President

SNOW BALL FOODS, LLC

By: SNOW BALL HOLDING CO., INC.,
its sole member
By: 
Name: Gerald T. Caltabiano
Title: President

AGREEMENT AND PLAN OF MERGER

OF

SNOW BALL FOODS, INC.,

SNOW BALL REALTY, INC.

AND

SNOW BALL FOODS, LLC

AGREEMENT AND PLAN OF MERGER approved March 1, 2002 by Snow Ball Foods, Inc., a business corporation organized under the laws of the State of New Jersey, Snow Ball Realty, Inc., a business corporation organized under the laws of the State of New Jersey and by each of their Boards of Directors on said date, and approved on March 1, 2002 by Snow Ball Foods, LLC, a limited liability company organized under the laws of the State of Delaware, and by its sole Member on said date.

1. Snow Ball Foods, Inc., Snow Ball Realty, Inc. and Snow Ball Foods, LLC shall, pursuant to the provisions of the New Jersey Business Corporation Act and the provisions of the Delaware Limited Liability Company Act, be merged with and into Snow Ball Foods, LLC, which shall be the surviving limited liability company upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving limited liability company", and which shall continue to exist as said surviving limited liability company under its present name pursuant to the provisions of the Delaware Limited Liability Company Act. The separate existence of each of Snow Ball Foods, Inc. and Snow Ball Realty, Inc., which are each individually sometimes hereinafter referred to as a "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the New Jersey Business Corporation Act.

2. The certificate of formation of the surviving limited liability company upon the effective date of the merger in the jurisdiction of its organization shall be the certificate of formation of said surviving limited liability company; and said certificate of formation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving limited liability company.

3. The operating agreement of the surviving limited liability company upon the effective date of the merger in the jurisdiction of its organization will be the operating agreement of said surviving limited liability company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The sole member of the surviving limited liability company upon the effective date of the merger in the jurisdiction of its organization shall be the sole member of the surviving limited liability company, until otherwise determined in accordance with the operating agreement of the surviving limited liability company.

5. Each issued share of each terminating corporation shall, upon the effective date and time of the merger, be canceled. The interests in the surviving limited liability company shall not be converted in any manner.

6. The Agreement and Plan of Merger herein made and approved shall be submitted to the shareholders of each terminating corporation for their approval or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and the merger of each terminating corporation with and into the surviving limited liability company shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving limited liability company.

7. In the event that the Agreement and Plan of Merger shall have been approved by the shareholders entitled to vote of each terminating corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act, and in the event that the merger of each terminating corporation with and into the surviving limited liability company shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving limited liability company, each terminating corporation and the surviving limited liability company 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 New Jersey and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of each terminating corporation and the sole member of the surviving limited liability company, 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 Agreement and Plan of Merger or of the merger provided for herein.

9. The effective date and time of the merger herein provided for shall be 12:00 noon on March 12, 2002.

10. Notwithstanding the approval of the Agreement and Plan of Merger by the shareholders entitled to vote of each terminating corporation and the authorization of the merger upon behalf of the surviving limited liability company, the merger provided for herein may be postponed or abandoned at any time prior to the effective date thereof in the State of New Jersey and the State of Delaware in the event that the sole member of Snow Ball Foods, LLC determines that such postponement or abandonment of the merger is in the best interest of Snow Ball Foods, LLC.

Executed on this 1st day of March, 2002.

SNOW BALL FOODS, INC.

By: 

Name: Gerald Caltabiano

Title: President

SNOW BALL REALTY, INC.

By: 

Name: Gerald Caltabiano

Title: President

SNOW BALL FOODS, LLC

By: SNOW BALL HOLDING CO., INC.,
its sole member

By: 

Name: Gerald Caltabiano

Title: President