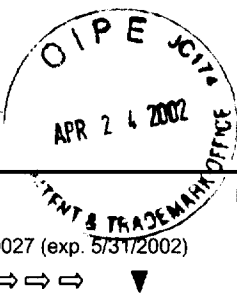


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RE

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): Farmland Dairies, Inc. 520 Main Avenue Wallington, NJ 07057-1892 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] 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 Avenue City: Wallington State: NJ Zip: 07057-1892 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] 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 [x] No

3. Nature of conveyance: [] Assignment [x] Merger [] Security Agreement [] Change of Name [] Other Execution Date: 06/21/01

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 [x] No

6. Total number of applications and registrations involved: 5

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

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 Name of Person Signing [Signature] Signature 04/24/02 Date [5] Total number of pages including cover sheet, attachments, and document:

04/29/2002 LINDLER 00000283 75337920

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

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Delaware

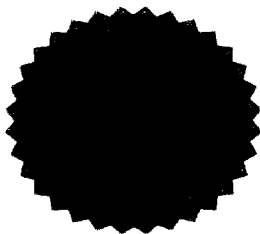
PAGE 1

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:

"FARMLAND DAIRIES", A NEW JERSEY CORPORATION,

WITH AND INTO "FL MERGER CORP." UNDER THE NAME OF "FARMLAND DAIRIES INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF JUNE, A.D. 2001, AT 9:01 O'CLOCK A.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3405242 8100M

AUTHENTICATION: 1725768

020220546

DATE: 04-17-02

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**CERTIFICATE OF MERGER
OF
FARMLAND DAIRIES
AND
FL MERGER CORP.**

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

(i) FARMLAND DAIRIES, which is incorporated under the laws of New Jersey; and

(ii) FL MERGER CORP., which is incorporated under the laws of Delaware.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent corporations in accordance with the provisions of subsection (c) of Section 252 of the Delaware General Corporation Law, to wit, by FARMLAND DAIRIES, in accordance with the laws of the state of its incorporation, and by FL MERGER CORP. in the same manner as provided by Section 251 of the Delaware General Corporation Law.

3. The surviving corporation in the merger herein certified is FL MERGER CORP., which will continue its existence as said surviving corporation under the new name FARMLAND DAIRIES INC., upon the effective date of said merger pursuant to Section 259 of the Delaware General Corporation Law.

4. The Certificate of Incorporation of FL MERGER CORP. is hereby amended by amending Article FIRST as follows:

"FIRST: The name of the Corporation is Farmland Dairies Inc."

5. An executed copy of the Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid surviving corporation, the address of which is as follows:


520 Main Avenue
Wallington, NJ 07057

6. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid surviving corporation, on request, and without cost, to any shareholder of each of the aforesaid constituent corporations.

7. The authorized capital stock of FARMLAND DAIRIES immediately prior to the effectiveness of the aforesaid merger was 2,500 shares of common stock, without par value.

IN WITNESS WHEREOF, the undersigned hereby executes this Certificate of Merger as of the 2nd day of June, 2001.

FL MERGER CORP.

By: 
Aldo Uva
President

CONSENT TO USE OF NAME

Farmland Dairies Inc., a corporation organized under the laws of the State of New Jersey, hereby consents to the formation of Farmland Dairies LLC in the State of Delaware.

IN WITNESS WHEREOF, the said Farmland Dairies Inc. has caused this consent to be executed by its Assistant Secretary this 21st day of 2001.

FARMLAND DAIRIES INC.

By: Richard P. Altieri
Richard P. Altieri
Assistant Secretary