

08-21-2002

MRD 8-19-02

FORM PTO-1594

R



HEET

U.S. DEPARTMENT OF COMMERCE

(Rev. 6-93)

102197010

Y

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): TKI Foods, Inc.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State - Illinois
- Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):

Name: Ontario Foods, Incorporated

Street Address: 4001 Saltworks Road

City: Medina State: NY ZIP: 14103

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State - New York
- 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) and address(es) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other \_\_\_\_\_

Execution Date: April 10, 2000

Effective Date: April 28, 2000

4. Application number(s) or patent number(s): See Exhibit A (attached)

A. Trademark Application No.(s)

B. Trademark No.(s) 1,564,065

Additional Numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: R. Kent Roberts

Hodgson Russ LLP

Internal Address: Intellectual Property Law Section

Street Address: One M&T Plaza, Suite 2000

City: Buffalo State: NY ZIP: 14203-2391

6. Total number of applications and registrations involved: / 1 /

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

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 08-2442

(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.*

R. Kent Roberts, Reg. No. 40,786  
Name of Person Signing

R. Kent Roberts  
Signature

August 13, 2002  
Date

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

18

08/21/2002 08:54:41

00000011 1564065

01 FC:481

40.00 DP

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

BFLODOCS: 728569

TRADEMARK  
REEL: 002566 FRAME: 0134



New Jersey Department of State  
Division of Commercial Recording  
Certificate of Merger/Consolidation  
(Profit Corporations)

FILED  
APR 13 2000

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and ~~that all filing requirements are met.~~ This form is intended to simplify filing with the Secretary of State. Applicants are advised to seek out private legal advice before submitting filings to the Secretary's office.

1. Type of Filing (check one):  Merger  Consolidation
2. Name Of Surviving Business Entity: Ontario Foods, Incorporated
3. Name(s)/Jurisdiction(s) Of Each Participating Business Entity:

Name	Jurisdiction	Identification # Assigned By Secretary of State (If Applicable)
Freedom Foods, Inc.	New Jersey	0100298582
TKI Foods, Inc.	Illinois	N/A
Ontario Foods, Incorporated	New York	0100544115

4. Voting: (all corporations involved; attach additional sheets if necessary)

-a Corp. Name Freedom Foods, Inc. Outstanding Shares 3,319 Common Stock  
If applicable, set forth the number and designation of any class or series of shares entitled to vote.  
3,319 shares of Common Stock, no par value, are entitled to vote.

-b Corp. Name TKI Foods, Inc. Outstanding Shares 13,140 Common Stock  
If applicable, set forth the number and designation of any class or series of shares entitled to vote.  
10,000 Preferred Non-Voting Stock  
13,140 shares of Common Stock, no par value, are entitled to vote.

-c Corp. Name Ontario Foods, Incorporated Outstanding Shares 100 Common Stock  
If applicable, set forth the number and designation of any class or series of shares entitled to vote.  
100 Shares of Common Stock, \$1.00 par value, are entitled to vote.

	Votes For	Votes Against
Corp. a	3,319	0
Corp. b	13,140	0
Corp. c	100	0

5. Service of Process Address (For use if the surviving business entity is not authorized or registered by the Secretary of State):

The Secretary of State is hereby appointed as agent to accept service of process and to forward same to the address above.

6. Effective Date: (if other than filing date; not to exceed 90 days from filing date) 4-28-2000

Signature: Karl D. Simonson  
Name

President  
Title

April 14 2000  
Date

Ontario Foods, Incorporated and Freedom Foods, Inc.

\*\*Remember to attach: 1) the plan of merger or consolidation; and 2) if the surviving or resulting business is not a registered or authorized domestic or foreign corporation, insure that you obtain and attach to you filing submission a Tax Clearance Certificate for each participating corporation.

**PLAN OF MERGER  
OF  
FREEDOM FOODS, INC.  
AND  
TKI FOODS, INC.  
INTO  
ONTARIO FOODS, INCORPORATED**

**PURSUANT TO TITLE 14A OF THE NEW JERSEY STATUTES ANNOTATED**

This Plan of Merger of Freedom Foods Inc. and TKI Foods, Inc. into Ontario Foods, Incorporated shall be effected pursuant to Title 14A of the New Jersey Statutes Annotated.

1. (a) The name of each constituent corporation to the merger is as follows:
  - (i) Ontario Foods, Incorporated. Ontario Foods, Incorporated was originally incorporated under the name Genesee Ontario Subsidiary, Inc.
  - (ii) Freedom Foods, Inc.
  - (iii) TKI Foods, Inc. TKI Foods, Inc. was originally incorporated under the name Imperial Process Company.
- (b) The name of the surviving corporation is Ontario Foods, Incorporated.
2. As to each constituent corporation, the designation and number of outstanding shares of each class and series, and the voting rights thereof are as follows:
  - (a) Ontario Foods, Incorporated has issued and outstanding 100 shares of Common Stock, \$1.00 par value, all of which shares are entitled to vote.
  - (b) TKI Foods, Inc. has issued and outstanding:
    - (i) 13,140 shares of Common Stock, no par value, all of which shares are entitled to vote.
    - (ii) 10,000 shares of Preferred Non-Voting Stock, \$50.00 par value, none of which shares are entitled to vote.
  - (c) Freedom Foods, Inc. has issued and outstanding 3,319 shares of Common Stock, no par value, all of which shares are entitled to vote.
3. TKI Foods, Inc. and Freedom Foods, Inc. shall be merged into Ontario Foods, Incorporated, which shall be the surviving corporation.
4. The terms and conditions of the merger are as follows:

- (a) All the issued and outstanding shares of stock of Ontario Foods, Incorporated shall remain unchanged in the hands of Genesee Corporation as issued and outstanding shares of the surviving corporation.
  - (b) No cash or other consideration shall be paid or delivered for the shares of TKI Foods, Inc. and Freedom Foods, Inc. owned by Genesee Corporation and the certificates for such shares shall be surrendered and canceled.
- 5. The Certificate of Incorporation and By-Laws of Ontario Foods, Incorporated shall remain unchanged until amended or changed as provided therein or as provided by law.
  - 6. Upon the effective date of the merger, all property, whether real or personal, tangible or intangible, rights, privileges causes of action, licenses, trademarks, registrations and every other asset of TKI Foods, Inc. and Freedom Foods, Inc. shall be transferred to and shall vest in Ontario Foods, Incorporated without further act or deed.
  - 7. Upon the effective date of the merger, Ontario Foods, Incorporated shall assume and be liable for all the liabilities, obligations and penalties of TKI Foods, Inc. and Freedom Foods, Inc.
  - 8. The merger shall be made effective April 28, 2000.

P:\13\13-2000



New Jersey Department of State  
Division of Commercial Recording  
Certificate of Merger/Consolidation  
(Profit Corporations)

**FILED** MC-2 3/96  
APR 13 2000  
State Treasurer  
Roland Machold

This form may be used to record the merger or consolidation of a corporation with or into another business entity or entities, pursuant to NJSA 14A. Applicants must insure strict compliance with the requirements of State law and insure that all filing requirements are met. This form is intended to simplify filing with the Secretary of State. Applicants are advised to seek out private legal advice before submitting filings to the Secretary's office.

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TKI Foods, Inc.	Illinois	N/A
Ontario Foods, Incorporated	New York	0100544115

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-c Corp. Name Ontario Foods, Incorporated Outstanding Shares 100 Common Stock

If applicable, set forth the number and designation of any class or series of shares entitled to vote.  
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	<u>Votes For</u>	<u>Votes Against</u>
Corp. a	3,319	0
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Signature: Karl D. Simonson  
Name

President  
Title

April 14, 2000  
Date

Ontario Foods, Incorporated and Freedom Foods, Inc.

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OF  
FREEDOM FOODS, INC.  
AND  
TKI FOODS, INC.  
INTO  
ONTARIO FOODS, INCORPORATED**

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- (b) The name of the surviving corporation is Ontario Foods, Incorporated.
2. As to each constituent corporation, the designation and number of outstanding shares of each class and series, and the voting rights thereof are as follows:
  - (a) Ontario Foods, Incorporated has issued and outstanding 100 shares of Common Stock, \$1.00 par value, all of which shares are entitled to vote.
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3. TKI Foods, Inc. and Freedom Foods, Inc. shall be merged into Ontario Foods, Incorporated, which shall be the surviving corporation.
4. The terms and conditions of the merger are as follows:

- (a) All the issued and outstanding shares of stock of Ontario Foods, Incorporated shall remain unchanged in the hands of Genesee Corporation as issued and outstanding shares of the surviving corporation.
  - (b) No cash or other consideration shall be paid or delivered for the shares of TKI Foods, Inc. and Freedom Foods, Inc. owned by Genesee Corporation and the certificates for such shares shall be surrendered and canceled.
5. The Certificate of Incorporation and By-Laws of Ontario Foods, Incorporated shall remain unchanged until amended or changed as provided therein or as provided by law.
6. Upon the effective date of the merger, all property, whether real or personal, tangible or intangible, rights, privileges causes of action, licenses, trademarks, registrations and every other asset of TKI Foods, Inc. and Freedom Foods, Inc. shall be transferred to and shall vest in Ontario Foods, Incorporated without further act or deed.
7. Upon the effective date of the merger, Ontario Foods, Incorporated shall assume and be liable for all the liabilities, obligations and penalties of TKI Foods, Inc. and Freedom Foods, Inc.
8. The merger shall be made effective April 28, 2000.



# OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 14, 2000

3318-165-5

C T CORPORATION SYSTEM  
600 S 2ND ST  
SPRINGFIELD, IL 62704

RE ONTARIO FOODS, INCORPORATED

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION. THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

THIS CERTIFICATE MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY IN WHICH THE REGISTERED OFFICE OF THE MERGING CORPORATION IS LOCATED.

SINCERELY,

*Jesse White*

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961



COPY

# State of Illinois Office of The Secretary of State

Whereas, ARTICLES OF MERGER OF  
ONTARIO FOODS, INCORPORATED  
INCORPORATED UNDER THE LAWS OF THE STATE OF NEW YORK 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 14TH day of APRIL A.D. 2000 and of the Independence of the United States the two hundred and 24TH



*Jesse White*

Secretary of State

TRADEMARK

REEL: 002566 FRAME: 0142

**ARTICLES OF MERGER  
CONSOLIDATION OR EXCHANGE**

(Rev. Jan. 1999)

File # **3318-165-5**

Jesse White  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-6961  
http://www.sos.state.il.us

**FILED**

**SUBMIT IN DUPLICATE**


APR 14 2000

**JESSE WHITE  
SECRETARY OF STATE**

This space for use by  
Secretary of State

Date: **4-14-00**

Filing Fee \$ **150.00**

Approved: 

**DO NOT SEND CASH!**  
Remit payment in check or money  
order, payable to "Secretary of State."  
Filing Fee is \$100, but if merger or  
consolidation involves more than 2  
corporations, \$50 for each additional  
corporation.

1. Names of the corporations proposing to ~~consolidate~~ <sup>merge</sup> ~~exchange~~ ~~shares~~, and the state or country of their incorporation:

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>TKI Foods, Inc.</u>	<u>Illinois</u>	<u>D3318-165-5</u>
<u>Freedom Foods, Inc.</u>	<u>New Jersey</u>	<u>None</u>
<u>Ontario Foods, Incorporated</u>	<u>New York</u>	<u>None</u>

2. The laws of the state or country under which each corporation is incorporated permits such merger, consolidation or exchange.

3. (a) Name of the ~~new~~ <sup>surviving</sup> ~~entity~~ corporation: Ontario Foods, Incorporated

(b) it shall be governed by the laws of: New York

If not sufficient space to cover this point, add one or more sheets of this size.

4. Plan of ~~consolidation~~ <sup>merger</sup> ~~exchange~~ is as follows:

See Schedule 4 attached.

5. Plan of <sup>merger</sup> consolidation was approved, as to each corporation not organized in Illinois, in compliance with the laws of the <sup>exchange</sup> state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 — 90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each Illinois corporation)

By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken.

(§ 11.20)

By written consent of the 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 § 7.10 (§ 11.220)

By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20

Name of Corporation

<u>Name of Corporation</u>	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the 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 § 7.10 (§ 11.220)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
TKI Foods, Inc	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. (Not applicable if surviving, new or acquiring corporation is an Illinois corporation)

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and
- c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. (Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

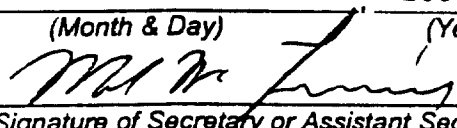
b. (Not applicable to 100% owned subsidiaries)


The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was \_\_\_\_\_, \_\_\_\_\_.  
 (Month & Day) (Year)

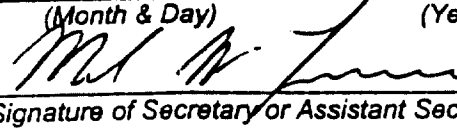
Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received?  Yes  No

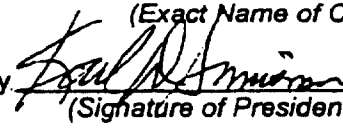
(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

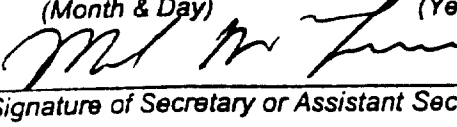
8. The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

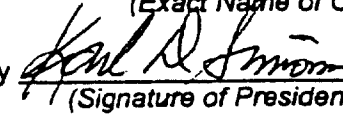
Dated April 10 2000  
 (Month & Day) (Year)  
 attested by   
 (Signature of Secretary or Assistant Secretary)  
Mark W. Leunig, Secretary  
 (Type or Print Name and Title)

TKI Foods, Inc.  
 (Exact Name of Corporation)  
 by   
 (Signature of President or Vice President)  
Karl D. Simonson, President  
 (Type or Print Name and Title)

Dated April 10 2000  
 (Month & Day) (Year)  
 attested by   
 (Signature of Secretary or Assistant Secretary)  
Mark W. Leunig, Secretary  
 (Type or Print Name and Title)

Freedom Foods, Inc.  
 (Exact Name of Corporation)  
 by   
 (Signature of President or Vice President)  
Karl D. Simonson, President  
 (Type or Print Name and Title)

Dated April 10 2000  
 (Month & Day) (Year)  
 attested by   
 (Signature of Secretary or Assistant Secretary)  
Mark W. Leunig, Secretary  
 (Type or Print Name and Title)

Ontario Foods, Incorporated  
 (Exact Name of Corporation)  
 by   
 (Signature of President or Vice President)  
Karl D. Simonson, President  
 (Type or Print Name and Title)

PLAN OF MERGER  
OF  
TKI FOODS, INC.  
AND  
FREEDOM FOODS, INC.  
INTO  
ONTARIO FOODS, INCORPORATED

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7. Upon the effective date of the merger, Ontario Foods, Incorporated shall assume and be liable for all the liabilities, obligations and penalties of TKI Foods, Inc. and Freedom Foods, Inc.
8. The merger shall be made effective April 28, 2000.

IN WITNESS WHEREOF, Ontario Foods, Incorporated, TKI Foods, Inc. and Freedom Foods, Inc. have adopted this Plan of Merger this 10<sup>th</sup> day of April, 2000.

**ONTARIO FOODS, INCORPORATED**

By: \_\_\_\_\_

Karl D. Simonson, President

**TKI FOODS, INC.**

By: \_\_\_\_\_

Karl D. Simonson, President

**FREEDOM FOODS, INC.**

By: \_\_\_\_\_

Karl D. Simonson, President

FILING RECEIPT

=====

ENTITY NAME: ONTARIO FOODS, INCORPORATED

DOCUMENT TYPE: MERGER (DOM. BUSINESS)

COUNTY: ORLE

SERVICE COMPANY: CT CORPORATION SYSTEM

SERVICE CODE: 07

CONSTITUENT NAME: FREEDOM FOODS, INC. (ET AL)

=====

FILED:04/27/2000 DURATION:\*\*\*\*\* CASH#:000427000966 FILM #:000427000936

ADDRESS FOR PROCESS

EFFECT DATE

-----  
04/28/2000

REGISTERED AGENT



=====

FILER	FEES	85.00	PAYMENTS	85.00
-----	-----	-----	-----	-----
THE GENESEE BREWING CO. INC.	FILING	60.00	CASH	0.00
PO BOX 762	TAX	0.00	CHECK	85.00
ROCHESTER, NY 14603	CERT	0.00	CHARGE	0.00
	COPIES	0.00	DRAWDOWN	0.00
	HANDLING	25.00	BILLED	0.00
			REFUND	0.00

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TRADEMARK

REEL: 002566 FRAME: 0148

FILING RECEIPT

=====

ENTITY NAME: ONTARIO FOODS, INCORPORATED

DOCUMENT TYPE: CERTIFICATE OF AMENDMENT (DOM. BUS.)  
STOCK

COUNTY: ORLE

SERVICE COMPANY: CT CORPORATION SYSTEM

SERVICE CODE: 07

=====

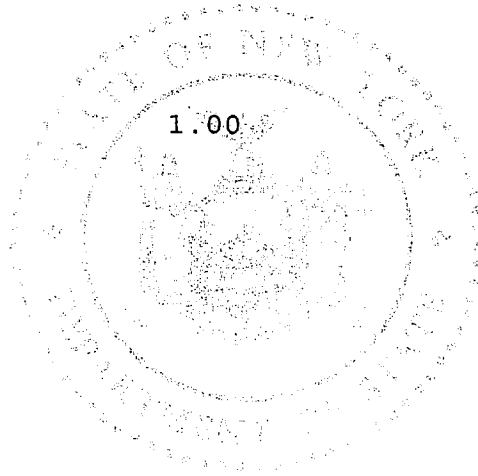
FILED:04/27/2000 DURATION:\*\*\*\*\* CASH#:000427000963 FILM #:000427000933

ADDRESS FOR PROCESS  
-----

REGISTERED AGENT  
-----

STOCK: 100 PV

1.00



=====		=====	
FILER	FEES	PAYMENTS	
-----		-----	
THE GENESEE BREWING CO. INC..	FILING	85.00	85.00
PO BOX 762	TAX	60.00	CASH 0.00
ROCHESTER, NY 14603	CERT	0.00	CHECK 85.00
	COPIES	0.00	CHARGE 0.00
	HANDLING	25.00	DRAWDOWN 0.00
			BILLED 0.00
			REFUND 0.00
			-----

TRADEMARK



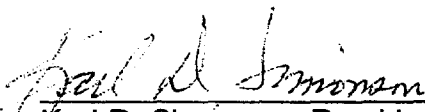
PLAN OF MERGER  
OF  
TKI FOODS, INC.  
AND  
FREEDOM FOODS, INC.  
INTO  
ONTARIO FOODS, INCORPORATED

1. (a) The name of each constituent corporation to the merger is as follows:
  - (i) Ontario Foods, Incorporated. Ontario Foods, Incorporated was originally incorporated under the name Genesee Ontario Subsidiary, Inc.
  - (ii) Freedom Foods, Inc.
  - (iii) TKI Foods, Inc. TKI Foods, Inc. was originally incorporated under the name Imperial Process Company.
- (b) The name of the surviving corporation is Ontario Foods, Incorporated.
2. As to each constituent corporation, the designation and number of outstanding shares of each class and series, and the voting rights thereof are as follows:
  - (a) Ontario Foods, Incorporated has issued and outstanding 100 shares of Common Stock, \$1.00 par value, all of which shares are entitled to vote.
  - (b) TKI Foods, Inc. has issued and outstanding:
    - (i) 13,140 shares of Common Stock, no par value, all of which shares are entitled to vote.
    - (ii) 10,000 shares of Preferred Non-Voting Stock, \$50.00 par value, none of which shares are entitled to vote.
  - (c) Freedom Foods, Inc. has issued and outstanding 3,319 shares of Common Stock, no par value, all of which shares are entitled to vote.
3. TKI Foods, Inc. and Freedom Foods, Inc. shall be merged into Ontario Foods, Incorporated, which shall be the surviving corporation.
4. The terms and conditions of the merger are as follows:
  - (a) All the issued and outstanding shares of stock of Ontario Foods, Incorporated shall remain unchanged in the hands of Genesee Corporation as issued and outstanding shares of the surviving corporation.

- (b) No cash or other consideration shall be paid or delivered for the shares of TKI Foods, Inc. and Freedom Foods, Inc. owned by Genesee Corporation and the certificates for such shares shall be surrendered and canceled.
5. The Certificate of Incorporation and By-Laws of Ontario Foods, Incorporated shall remain unchanged until amended or changed as provided therein or as provided by law.
6. Upon the effective date of the merger, all property, whether real or personal, tangible or intangible, rights, privileges causes of action, licenses, trademarks, registrations and every other asset of TKI Foods, Inc. and Freedom Foods, Inc. shall be transferred to and shall vest in Ontario Foods, Incorporated without further act or deed.
7. Upon the effective date of the merger, Ontario Foods, Incorporated shall assume and be liable for al the liabilities, obligations and penalties of TKI Foods, Inc. and Freedom Foods, Inc.
8. The merger shall me made effective April 28, 2000.

IN WITNESS WHEREOF, Ontario Foods, Incorporated, TKI Foods, Inc. and Freedom Foods, Inc. have adopted this Plan of Merger this 10<sup>th</sup> day of April, 2000.

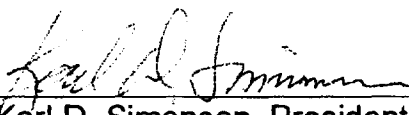
ONTARIO FOODS, INCORPORATED

By:   
Karl D. Simonson, President

TKI FOODS, INC.

By:   
Karl D. Simonson, President

FREEDOM FOODS, INC.

By:   
Karl D. Simonson, President