



**SCHEDULE A**  
**Trademarks**

<u>Trademark</u>	<u>Registration Number</u>
Bavarian Forest	1232072
Gran'Pa Don's	1200567
Gran'Pa Don's Real Food For the Frontier Premium Quality	2133914
Smokin' Oak	1206366

FILED  
STATE OF WASHINGTON  
AUG 17 2001  
SECRETARY OF STATE

ARTICLES OF MERGER  
OF  
GRAN'PA DON'S ACQUISITION, INC., AN OREGON CORPORATION  
WITH  
FLETCHER'S FINE FOODS, INC., A WASHINGTON CORPORATION

Pursuant to the provisions of ORS 60.494 and RCW 23B.11.050, the undersigned corporations hereby submit the following Articles of Merger merging Gran'pa Don's Acquisition, Inc., an Oregon corporation with and into its parent, Fletcher's Fine Foods, Inc., a Washington corporation ("Surviving Corporation").

1. A copy of the Plan of Merger is attached hereto as **Exhibit A**.
2. The Plan of Merger was duly approved and adopted by the Board of Directors of the Surviving Corporation pursuant to ORS 60.491 and RCW 23B.11.040.
3. Shareholder approval was not required pursuant to ORS 60.491 and RCW 23B.11.040.

DATED: 8/15, 2001.

FLETCHER'S FINE FOODS, INC.,  
a Washington corporation (Surviving Corporation)

By Fred Knoedler  
Fred Knoedler, President

GRAN'PA DON'S ACQUISITION, INC.,  
an Oregon corporation

By Heinz Grimm  
Heinz Grimm, President

**EXHIBIT A**  
**Plan of Merger**

## PLAN OF MERGER

PLAN OF MERGER, between Gran'pa Don's Acquisition, Inc., an Oregon corporation ("Gran'pa Don's"), and its parent company, Fletcher's Fine Foods, Inc., a Washington corporation ("Fletcher's Washington"), pursuant to ORS 60.481, RCW 23B.11.010 and RCW 23B.11.040.

WHEREAS, the Boards of Directors of Fletcher's Washington and Gran'pa Don's having deemed it advisable that Gran'pa Don's merge with and into its parent, Fletcher's Washington, with Fletcher's Washington being the surviving corporation (the "Surviving Corporation"), duly approve, adopt and authorize this Plan of Merger; and

WHEREAS, for federal tax purposes it is intended that the merger be treated as a tax-free liquidation of a wholly-owned subsidiary into its U.S. parent under Sections 332 and 337 of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained, it is agreed that Gran'pa Don's shall be merged with and into Fletcher's Washington and the terms and conditions of such merger and the mode of carrying it into effect are and shall be as follows:

1. Name of Surviving Corporation. The name of the Surviving Corporation shall be Fletcher's Fine Foods, Inc., a Washington corporation.
2. Adoption of Plan of Merger. Pursuant to ORS 60.491 and RCW 23B.11.040, shareholder approval of this Plan of Merger is not required.
3. Effective Date of Merger. The effective date of the merger (the "Effective Date") shall be the date on which Articles of Merger are filed with the Secretary of State of the State of Washington, not to be later than the fiscal year end of Fletcher's Washington.

4. Effect of Merger. Upon the Effective Date of this merger:

a. The sole shareholder of common stock of Gran'pa Don's shall surrender the stock certificate representing its shares for cancellation in exchange for all the assets of Gran'pa Don's. Gran'pa Don's shall furnish Fletcher's Washington with a statement of the fair market value of assets (other than cash) distributed to Fletcher's Washington. No shares of stock in Fletcher's Washington shall be issued in exchange for shares of stock in Gran'pa Don's.

b. The Articles of Incorporation and Bylaws of Fletcher's Washington shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation.

c. The officers and directors of Fletcher's Washington shall be the officers and directors of the Surviving Corporation.

5. Irrevocable Appointment. The Surviving Corporation irrevocably appoints the Oregon Secretary of State as its agent to accept service of process in any proceeding to enforce any obligation of Gran'pa Don's, if any. The address to which the Secretary of State may mail a copy of any process that may be served on it is:

c/o RSC Corporation  
1201 Third Avenue, Suite 3400  
Seattle, WA 98101-3034

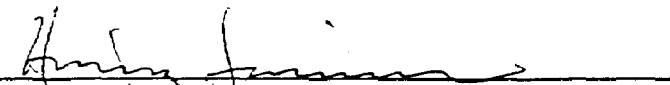
6. Abandonment of Merger. This Plan of Merger may be terminated or abandoned at any time prior to its effective date without action or approval by the shareholder of Gran'pa Don's and Fletcher's Washington.

DATED: August 15, 2001.

FLETCHER'S FINE FOODS, INC.,  
a Washington corporation (Surviving Corporation)

By Fred Knoedler  
Fred Knoedler, President

GRAN'PA DON'S ACQUISITION, INC.,  
an Oregon corporation

By   
Heinz Grimm, President