

10-09-2002



102244856  
RECORDATION DIVISION  
TRADEMARKS ONLY

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

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

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

1. Name of conveying party(ies): 104102  
**Fantasy-BlankeBaer Corporation**

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

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

2. Name and address of receiving party(ies)  
Name: Universal Flavors - U.S.A., Incorporated  
Internal  
Address: \_\_\_\_\_  
Street Address: 5600 West Raymond Street  
City: Indianapolis State: IN Zip: 46241

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Indiana  
 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: 09/30/95

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
B. Trademark Registration No.(s)  
763,618  
442,075

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Nicole J. Renouard  
Internal Address: Whyte Hirschboeck Dudek, S.C.  
Street Address: 111 E. Wisconsin Ave., Suite 2100  
City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved: ..... 2

7. Total fee (37 CFR 3.41)..... \$ 65.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
23-2053

(Attach duplicate copy of this page if paying by deposit account)

OFFICE OF PUBLICATION RECORDS  
2002 OCT -4 AM 9:55  
FINANCE SECTION

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.*

Nicole J. Renouard                              Nicole J. Renouard                              09/24/02  
Name of Person Signing                              Signature                              Date

Total number of pages including cover sheet, attachments, and document: 5

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

10/09/2002 LMUELLER 00000021 232053 763618  
01 FC:401                      40.00 CH  
02 FC:482                      25.00 CH

TRADEMARK  
REEL: 2594 FRAME: 0910

**ARTICLES OF MERGER**

**OF**

**FANTASY-BLANKEBAER CORPORATION**

(A Foreign Subsidiary Corporation)

**INTO**

**UNIVERSAL FLAVORS - U.S.A., INCORPORATED**

(An Indiana Parent Corporation)

The undersigned, Universal Flavors - U.S.A., Incorporated (hereinafter referred to as the "Surviving Corporation"), existing pursuant to the provisions of The Indiana Business Corporation Law, as amended (hereinafter referred to as the "Law") and desiring to give notice of corporate action effectuating the merger of Fantasy-BlankeBaer Corporation (hereinafter referred to as the "Merging Corporation"), a corporation organized pursuant to the laws of the State of Missouri, and the laws of the State under which said foreign subsidiary is organized permits such merger, ninety percent (90%) or more of the shares of each class whereof are owned by the Surviving Corporation, into the Surviving Corporation, and acting by its President or Vice President and its Secretary or Assistant Secretary, hereby certifies the following facts:

**SUBDIVISION A**

**PLAN OF MERGER**

The Board of Directors of the Surviving Corporation, by resolution duly adopted, approved a Plan of Merger, the title, parties, terms conditions and signatures of which are as follows:

See Attached

**SUBDIVISION B**

**LEGAL REQUIREMENTS**

Section 1 - Ownership: The number of outstanding shares of each class of the Merging Corporation, and the number of such shares of each class owned by the Surviving Corporation are as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned by Surviving Corporation</u>
Common	5,463,654	5,463,654

Section 2 - Date of Mailing of Notice: No mailing was required since all of the shareholders of the subsidiary corporation waived the necessity of the mailing of a copy of the Plan of Merger to each of them. Therefore, pursuant to and in accordance to the waiver, no mailing was made to each of the shareholders of the subsidiary corporation.

Section 3 - Compliance with Legal Requirements: The manner of the adoption of the Plan of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Law and the laws of the State of Missouri, and with the Articles of Incorporation and the By-Laws of the Merging Corporation and the Surviving Corporation.

**SUBDIVISION C**

**EFFECTIVE DATE**

The effective date of the Merger effectuated hereby is at the close of business on September 30, 1995.

IN WITNESS WHEREOF, the undersigned Surviving Corporation executes these Articles of Merger, its President or Vice President and its Secretary or Assistant Secretary acting for and in behalf of such corporation, and certifies to the truth of the

facts and acts herein recited. Dated this 23rd day of August, 1995.

UNIVERSAL FLAVORS - U.S.A.,  
INCORPORATED

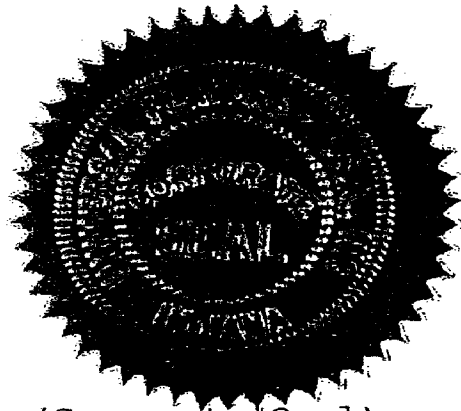
By: Stephen C. Raymonds  
(Written Signature)

Stephen C. Raymonds  
(Printed Signature)  
Vice President

Attest:

Darrell W. Foell  
(Written Signature)

Darrell W. Foell  
(Printed Signature)  
Assistant Secretary



(Corporate Seal)  
"Surviving Corporation"

Flvmerge.doc

STATE OF WISCONSIN )

)SS:

County of Milwaukee )

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Wisconsin, certify that Stephen C. Raymonds, the Vice President and Darrell W. Foell, the Assistant Secretary of Universal Flavors - U.S.A., Incorporated, the officers executing the foregoing Articles of Merger, personally appeared before me; acknowledged the execution thereof for and in behalf of such Corporation; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 23rd day of August, 1995.

*Min E. Allen*

(Written Signature)

MIN E. ALLEN

(Printed Signature)

Notary Public

My Commission expires:

12/10/95

This instrument was prepared by Stephen C. Raymonds