

10-09-2002



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Form PTO-1594 (Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):

Universal Flavors - U.S.A., Incorporated

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Indiana, Other

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 09/30/95

2. Name and address of receiving party(ies)

Name: Universal Flavor Corporation

Internal

Address:

Street Address: 5600 West Raymond Street

City: Indianapolis State: IN Zip: 46241

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Delaware

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached? Yes No

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)

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

Name of Person Signing

Signature

09/24/02

Date

Total number of pages including cover sheet, attachments, and document: 9

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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TRADEMARK REEL: 2594 FRAME: 0915

State of Delaware

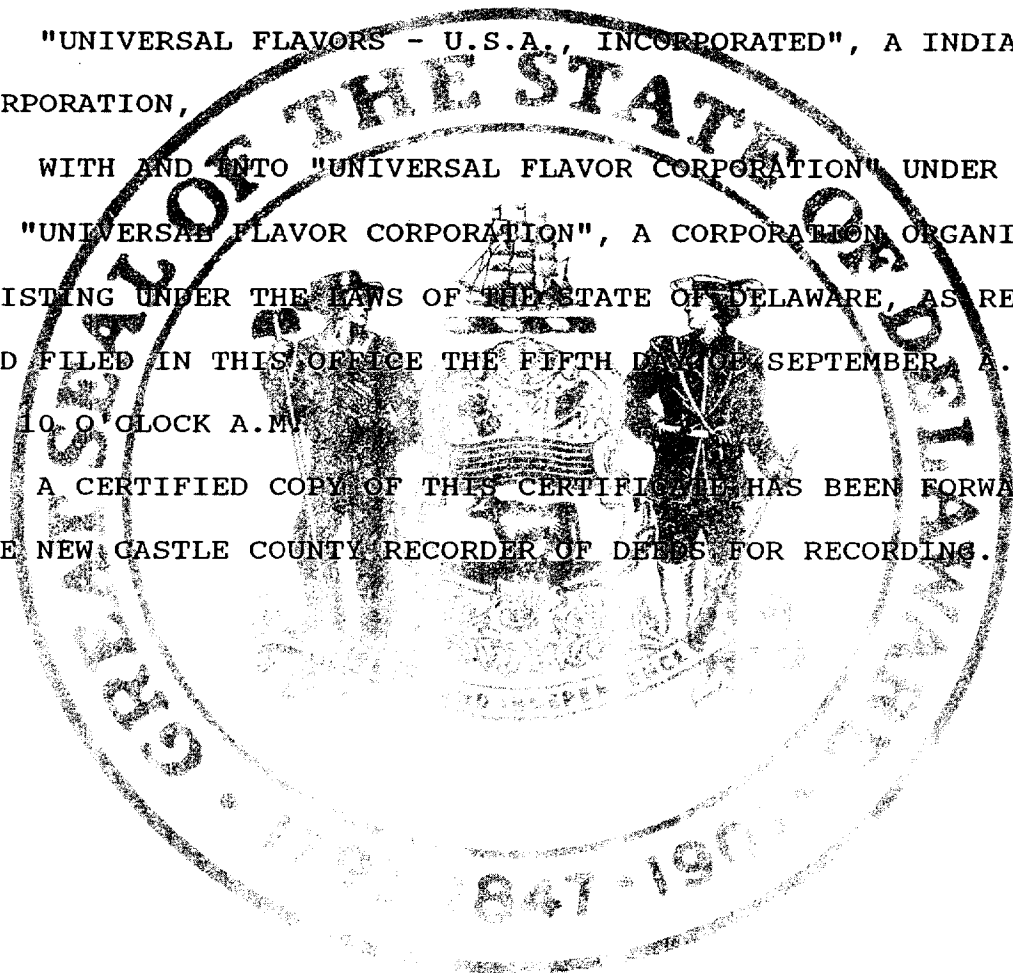
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"UNIVERSAL FLAVORS - U.S.A., INCORPORATED", A INDIANA CORPORATION,

WITH AND INTO "UNIVERSAL FLAVOR CORPORATION" UNDER THE NAME OF "UNIVERSAL FLAVOR CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF SEPTEMBER, A.D. 1995, AT 10 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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950200245

AUTHENTICATION: 7629624

DATE: 09-06-95

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

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

**INTO**

**UNIVERSAL FLAVOR CORPORATION**

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Universal Flavor Corporation, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 25th day of June, 1981, pursuant to the General Corporation Law of the State of Delaware;

SECOND: That this corporation owns all of the outstanding shares (of each class) of the stock of Universal Flavors - U.S.A., Incorporated, a corporation incorporated on the 12th day of February, 1965, pursuant to the General Corporation Law of the State of Indiana;

THIRD: That this corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on the 15th day of August, 1995, determined to and did merge into itself said Universal Flavors - U.S.A., Incorporated.

RESOLVED, that Universal Flavor Corporation merge, and it hereby does merge into itself said Universal Flavors - U.S.A., Incorporated and assumes all its obligations; and

FURTHER RESOLVED, that the merger shall become effective as of the close of business on September 30, 1995;

FURTHER RESOLVED, that the proper officer of this corporation be and he is hereby directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said Universal Flavors - U.S.A., Incorporated and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with

the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

FOURTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Universal Flavor Corporation at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said Universal Flavor Corporation has caused this Certificate to be signed by Stephen C. Raymonds, its Vice President, this 23<sup>d</sup> day of AUGUST, 1995.



Stephen C. Raymonds

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By: Vice President

APPROVED  
AND  
FILED

ARTICLES OF MERGER  
OF  
UNIVERSAL FLAVORS - U.S.A., INCORPORATED  
(An Indiana Subsidiary Corporation)  
INTO  
UNIVERSAL FLAVOR CORPORATION  
(A Foreign Parent Corporation)

The undersigned, Universal Flavor Corporation, (hereinafter referred to as the "Surviving Corporation"), a corporation organized under the laws of the State of Delaware and the laws of said jurisdiction permits a merger of a parent and subsidiary under the same terms and conditions as set forth in The Indiana Business Corporation Law, as amended and desiring to give notice of corporate action effectuating the merger of Universal Flavors - U.S.A., Incorporated (hereinafter referred to as the "Merging Corporation"), a corporation existing pursuant to the provisions of the Indiana Business Corporation Law as amended, 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       | 5,568.0358                      | 5,568.0358                                   |

Section 2 - Date of Mailing of Notice: All of the shareholders of the subsidiary corporation in writing waived the necessity of the mailing of a copy of the Plan of Merger to each of them. Pursuant to and in accordance with the waiver, no mailing was made to each of the shareholders of the merging 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 Indiana Business Corporation Law, and with the provisions of the laws of the State of Delaware 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.

**AGREEMENT AS TO SERVICE OF PROCESS AND APPOINTMENT  
OF SECRETARY OF STATE OF INDIANA AS AGENT**

It is agreed that upon the merger becoming effective in the State of Indiana, the surviving corporation may be served with process in Indiana in any proceeding for the enforcement of any obligation of the merging corporation, and in any proceeding for the enforcement of the rights of a dissenting shareholder of such merging corporation against such surviving corporation; and it is further agreed that the surviving corporation will promptly pay to the dissenting shareholder of such merging corporation the amount, if any, to which they shall be entitled under the provisions of the Indiana Business Corporation Law with respect to rights of dissenting shareholders; and it is further agreed that the said surviving corporation hereby irrevocably appoints the Secretary of State of Indiana as its agent to accept service of process in any such proceeding; the address to which a copy of any such process shall be mailed by the Secretary of State of the State of Indiana is 5600 West Raymond Street, Indianapolis, IN 46241.

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 FLAVOR CORPORATION

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"



STATE OF WISCONSIN            )  
  )SS:  
County of Milwaukee            )

I, the undersigned, a Notary Public duly commissioned to take acknowledgments 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 Flavor Corporation, 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 23<sup>rd</sup> 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

Flvmerge.doc