

12-03-2002

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

Tab settings ⇨ ⇨ ⇨ ▼

102299530

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

1. Name of conveying party(ies):

State Fair Foods, Inc.

11-25-02

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

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

3. Nature of conveyance:

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

Execution Date: December 19, 2001

2. Name and address of receiving party(ies)

Name: Bryan Foods, Inc.

Internal

Address: _____

Street Address: One Churchill Road

City: West Point State: MS Zip: 39773

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2154372

Additional number(s) attached Yes No

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

Name: Arthur J. DeBaugh

Internal Address: Sara Lee Corporation

Street Address: 1000 E. Hanes Mill Rd.

6. Total number of applications and registrations involved: 22

7. Total fee (37 CFR 3.41).....\$ 540-

- Enclosed CK # 202004
- Authorized to be charged to deposit account

8. Deposit account number: _____

12/02/2002 DATE RECEIVED BY: 0000017052154372 State: NC Zip: 27105

01 FC:8321 40.00 OP
02 FC:8329. Signature. 500.00 OP

DO NOT USE THIS SPACE

FINANCE SECTION
12 11 02

S. Kathleen Frith
Name of Person Signing

Kathleen Frith
Signature

10-11-02
Date

12

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

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

Exhibit A

Pending Marks

Application No.

CHEESE KICKS	75/937560
CHEESEKICKS	75/937559
CORNY ISLAND DOG	78/041823
FIESTA BITES	78/000819
MR. CORNY WITH ARMS DESIGN	76/081614
STATE FAIR	75/714152

Registered Marks

Registration No.

AMERICA'S FAVORITE CORN DOG	2154372
ANKLE BITERS	2152845
ANKLE BITERS & DESIGN	2152850
CIRCLE T & DESIGN	742454
FIESTA	2479721
FLETCHER'S CORNY DOG MIX	1317185
FUN FOODS IN THE HANDS OF EVERYONE	2601293
INCREDI-BAGEL	2070518
STATE FAIR	834844
STATE FAIR	1626147
STATE FAIR BRAND & RIBBON DESIGN	2116311
STICKWICH	2565682
UNLEASH THE FUN	2314741
UP & EAT 'EM	2152846
UP & EAT 'EM & DESIGN	215851



Office of the Secretary of State

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached articles of merger of

STATE FAIR FOODS, INC.
Domestic Business Corporation
[Filing Number: 19461000]

Into

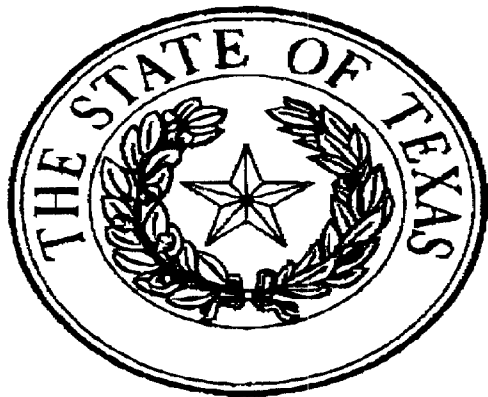
BRYAN FOODS, INC.
Foreign Business Corporation
DE, USA
[Filing Number: 8553706]

have been filed in this office as of the date of this certificate.

Accordingly, the undersigned, as Secretary of State, and by the virtue of the authority vested in the secretary by law, hereby issues this certificate of merger.

Dated: 12/19/2001

Effective: 12/31/2001 @ 11:59PM



A handwritten signature in black ink, appearing to read "G. Connor".

Geoffrey S. Connor
Assistant Secretary of State

PHONE(512) 463-5555
Prepared by: Krissie Farmer

Come visit us on the internet at <http://www.sos.state.tx.us/>
FAX(512) 463-5709

TTY7-1-1

ARTICLES OF MERGER
OF
STATE FAIR FOODS, INC.
INTO
BRYAN FOODS, INC.

FILED
 Office of the
 Secretary of State of Texas
 DEC 19 2001
 Corporations Section

To the Secretary of State
 State of Texas

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, the foreign parent corporation herein named adopts the following articles of merger for the purpose of merging its Texas wholly-owned subsidiary corporation into said foreign parent corporation.

1. The name of the parent corporation is Bryan Foods, Inc., and the jurisdiction under which it is organized is the State of Delaware.
2. The name of the subsidiary corporation is State Fair Foods, Inc., and the jurisdiction under which it is organized is the State of Texas.
3. The number of outstanding shares of the subsidiary corporation is 1,000 shares of common stock, all of which are of one class, and all of which are owned by the parent corporation. The parent corporation and sole shareholder of the subsidiary has agreed to the merger by written consent.
4. The following is a copy of the resolution to merge the subsidiary corporation into the parent corporation as adopted by the Board of Directors of the parent corporation on December 19, 2001:

"NOW, THEREFORE, BE IT RESOLVED: That the Merger, in accordance with the terms and conditions set forth in the Agreement and Plan of Merger (the "Agreement"), the execution and delivery of which is authorized and approved in the next succeeding resolutions, be and the same is hereby authorized and approved.

FURTHER RESOLVED: That, the form, terms and provisions of the Agreement attached hereto as Exhibit A, and the Corporation's performance of its obligations under the Agreement are hereby, in all respects, approved."

5. The approval of the Agreement and Plan of Merger was duly authorized by all action required by the laws under which Bryan Foods, Inc. was incorporated and by its constituent documents.

File this Corporation law form with the Secretary of State of Texas.

IN WITNESS WHEREOF, State Fair and the Corporation have caused this Merger Agreement to be signed by their respective duly authorized persons as of the date first above-written.

BRYAN FOODS, INC.

By: 
R. Henry Kleeman, Vice President

STATE FAIR FOODS, INC.

By: 
R. Henry Kleeman, Vice President



TEXAS COMPTROLLER OF PUBLIC ACCOUNTS
CAROLE KEETON RYLANDER • COMPTROLLER • AUSTIN, TEXAS 78774

RREY462/2H40

CERTIFICATION OF ACCOUNT STATUS

THE STATE OF TEXAS

COUNTY OF TRAVIS

I, Carole Keeton Rylander, Comptroller of Public Accounts of the State of Texas, DO
HEREBY CERTIFY that according to the current records of this office

State Fair Foods Inc

is out of business, that all required reports for taxes administered by the
Comptroller have been filed and that the taxes due on those reports have been
paid. This certificate may be used for the purpose of dissolution, conversion,
merger or withdrawal with the Texas Secretary of State.

This certificate is valid through December 31, 2001.

GIVEN UNDER MY HAND AND
SEAL OF OFFICE in the
CITY of Austin, this
13th day of December, 2001 A.D.

CAROLE KEETON RYLANDER
Comptroller of Public Accounts

Charter/C.O.A. number: 0019461000

Form 04-345 (Rev. 12-99/10)

TRADEMARK
REEL: 002626 FRAME: 0291

Delaware

PAGE 1

The First State

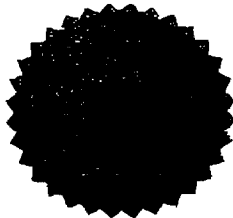
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"STATE FAIR FOODS, INC.", A TEXAS CORPORATION,

WITH AND INTO "BRYAN FOODS, INC." UNDER THE NAME OF "BRYAN FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINETEENTH DAY OF DECEMBER, A.D. 2001, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 11:59 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1524691

DATE: 12-26-01

2192115 8100M

010657792

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 12/19/2001
010657792 - 2192115

CERTIFICATE OF OWNERSHIP AND MERGER

OF

STATE FAIR FOODS, INC.
(a Texas corporation)

INTO

BRYAN FOODS, INC.
(a Delaware corporation)

It is hereby certified that:

1. Bryan Foods, Inc. hereinafter sometimes referred to as the "Corporation" is a business corporation of the State of Delaware.
2. The Corporation is the owner of all the outstanding shares of common stock of State Fair Foods, Inc., which is a business corporation of the State of Texas.
3. The laws of the jurisdiction of organization of State Fair Foods, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges State Fair Foods, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on by the Board of Directors of the Corporation to merge the said State Fair Foods, Inc. into the Corporation:

"NOW, THEREFORE, BE IT RESOLVED: That the Merger, in accordance with the terms and conditions set forth in the Agreement and Plan of Merger (the "Agreement"), the execution and delivery of which is authorized and approved in the next succeeding resolutions, be and the same is hereby authorized and approved. The resolution was resolved on December 19, 2001.

FURTHER RESOLVED: That, the form, terms and provisions of the Agreement attached hereto as Exhibit A, and the Corporation's performance of its obligations under the Agreement are hereby, in all respects, approved."

6. The Merger shall become effective in the State of Delaware on December 31, 2001 at 11:59 p.m.

1. The MCC is not to be used for any other purpose than the one stated above.

20/20 500 ON 67:91 10, 12/21

CSC

Executed on December 19, 2001

BRYAN FOODS, INC.

By: 
R. Henry Kleeman, Vice President

1 11-14-02 16:18:18 From-SARA LEE LAW DEPT 3125588687 T-902 P.11/11 F-469