

12-20-2002

Commissioner of Patents & Trademarks

Washington, D.C. 20231

Form PTO-1594

REC



U.S. DEPARTMENT OF COMMERCE

(Rev. 03/01)

102316520

U.S. PATENT AND TRADEMARK OFFICE

To the honorable Commissioner of Patents and Trademarks: Please record the attached original document or copy thereof:

1. Name of Conveying Party(ies):

HALPERIN DISTRIBUTING CORPORATION

12-13-02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- DISTRICT OF COLUMBIA**
- Other:

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

2. Name and Address of Receiving Party(ies):

Name: **DPI-C&G DISTRIBUTORS, INC.**
 Street Address: **1000 PRINCE GEORGE BOULEVARD**
 Street Address:
 City: **UPPER MARLBORO**
 State/Country: **MARYLAND** Postal Code: **20774**

- Individual Citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **DELAWARE**
- Other



3. Nature of Conveyance:

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

Execution Date: **DECEMBER 12, 2001**

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

4. Application Number(s) or Registration Number(s):

A. Trademark Application Number(s):

B. Trademark Registration Number(s):
2,026,631 and 2,045,565

Additional numbers attached? Yes No

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

CUSTOMER NUMBER 00136 -or-
JACOBSON HOLMAN PLLC
 400 Seventh Street, N.W.
 Washington, D.C. 20004-2218
 Tel. 202-638-6666

Attorney Docket Number: **8399/T-14681A & B**

6. Total number of applications and registrations involved:

7. Total Fee (37 CFR 3.41): **\$65.00**

- Enclosed
- Any deficiencies in enclosed fees are authorized to be charged to **Deposit Account No. 06-1358.**

40.00 DP
25.00 OP

DO NOT USE THIS SPACE

8. 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.

MATTHEW J. CUCCIAS

December 13, 2002

Name of Person Signing

Signature

Date

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

12/30/2002 L MUELLER 00000029 2026631
01 FC 631
02 FC 6528

AGREEMENT AND ARTICLES OF MERGER

This Agreement and Articles of Merger (this "Agreement") is made in accordance with Section 252 of the Delaware General Corporation Law (the "GCL") and Section 29-371 of the District of Columbia Business Corporation Act ("DCBCA").

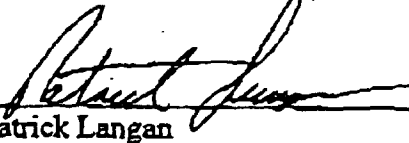
1. The name of the acquiring corporation is DPI-C&G Distributors, Inc., a Delaware corporation ("DPI").
2. The address of the acquiring corporation is 1000 Prince George Boulevard, Upper Marlboro, Maryland 20774, at which address an executed copy of this Agreement is on file.
3. The merger plan is as follows:
 - a. On the Effective Date (as defined in item 6), in accordance with the provisions of this Agreement, the GCL and the DCBCA, Halperin Distributing Corporation, a District of Columbia corporation ("Halperin"), shall be merged with and into DPI, which shall be the surviving corporation (the "Surviving Corporation"), and the separate existence of Halperin shall cease (the "Merger"). DPI, as the Surviving Corporation, shall possess and retain every interest in all assets and properties of every description and wherever located of each of the constituent corporations. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of each of the constituent corporations shall be vested in the Surviving Corporation without further act. All obligations due to each of the constituent corporations shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of each of the constituent corporations existing as of the Effective Date, and may be served with process in the District of Columbia in any proceeding for enforcement of any obligation of Halperin and in any proceeding for the enforcement of the rights of a dissenting shareholder of Halperin against the Surviving Corporation, all in accordance with the provisions of the DCBCA. In connection with the foregoing, the Surviving Corporation (i) agrees that it will promptly pay to any dissenting shareholder of Halperin the amount, if any, to which it shall be entitled under the provisions of the DCBCA and (ii) irrevocably appoints the Mayor of the District of Columbia as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of any such process shall be mailed by the Mayor of the District of Columbia is 1000 Prince George Boulevard, Upper Marlboro, Maryland, 20774. The name of the surviving corporation will be changed to DPI Mid Atlantic Inc.
 - b. The Certificate of Incorporation of DPI as in effect on the Effective Date shall remain in effect and be the Certificate of Incorporation of the Surviving Corporation.
 - c. The By-Laws of DPI as in effect on the Effective Date shall remain in effect and be the By-Laws of the Surviving Corporation.
 - d. The Board of Directors and officers of DPI at the Effective Date shall be the Board of Directors and officers, respectively, of the Surviving Corporation, until their successors shall have been elected or appointed, as the case may be, and duly qualified.

IRISH DAIRY BOARD

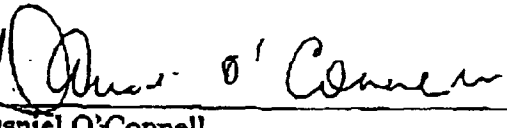
- e. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of each class of capital stock of Halperin shall be retired and cancelled.
4. The Board of Directors of each of Halperin and DPI has adopted the merger plan described in Item 3, and has deemed the Merger advisable.
5. The sole shareholder of each of Halperin and DPI has approved the Merger and the merger plan described in Item 3 in accordance with its respective articles or certificate of incorporation and applicable law, and has been provided with a copy of this Agreement without cost.
6. The Effective Date of the Merger is upon filing

Dated: December 12, 2001

DPI-C&G DISTRIBUTORS, INC.

By 
Patrick Langan
Vice President

HALPERIN DISTRIBUTING CORPORATION

By 
Daniel O'Connell
Vice President

State of Delaware
Office of the Secretary of State PAGE 1

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 AGREEMENT OF MERGER, WHICH MERGES:

"HALPERIN DISTRIBUTING CORPORATION", A DISTRICT OF COLUMBIA CORPORATION,

WITH AND INTO "DPI-C&G DISTRIBUTORS, INC." UNDER THE NAME OF "DPI MID ATLANTIC INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTEENTH DAY OF DECEMBER, A.D. 2001, AT 11 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AGREEMENT OF MERGER IS THE TWENTIETH DAY OF DECEMBER, A.D. 2001.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1508245

DATE: 12-17-01

TRADEMARK

TOTAL P 11

RECORDED: 12/13/2002

REEL: 002636 FRAME: 0932