

01-13-2003

SHEET 1/1

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office



Tab settings

To the Honorable Commissioner of

102335924

a attached original documents or copy thereof.

1. Name of conveying party(ies):

Heluva Good Cheese Inc.

11-11-02

- Individual(s)
- General Partnership
- Corporation-State (Delaware)
- 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 29, 2000

2. Name and address of receiving party(ies):

Name: Heluva Good LLC

Internal Address: P.O. Box 410

Street Address: 6551 Pratt Road

City: Sodus State: NY ZIP: 14551

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

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)

375,586	1,593,212	2,132,699
741,369	1,602,581	2,274,822
895,171	1,635,602	2,428,638
897,942	1,968,188	

Additional numbers attached? Yes No

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

Name: Neil F. Markva

Internal Address:

Street Address: 8322-A Traford Lane

City: Springfield State: VA ZIP: 22152

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41): \$ 290.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

13-1720

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

01/10/2003 DBYRNE 00000113 375586

DO NOT USE THIS SPACE

01 FC:8521
02 FC:8522

40.00 OP
250.00 OP

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.

Neil F. Markva
Name of Person Signing

10/31/02
Date

Total number of pages comprising cover sheet:

4



CERTIFICATE OF MERGER

MERGING

HELUVA GOOD CHEESE INC.

WITH AND INTO

HELUVA GOOD LLC

The undersigned Delaware limited liability company, acting pursuant to Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act") and Section 264 of the Delaware General Corporation Law (the "DGCL")

DOES HEREBY CERTIFY:

FIRST: That the name and jurisdiction of organization or formation of the constituent entities are as follows:

<u>Name</u>	<u>Jurisdiction of Organization or Formation</u>
Heluva Good Cheese Inc.	a Delaware corporation
Heluva Good LLC	a Delaware limited liability company

SECOND: That Heluva Good Cheese Inc. (the "Company") and Heluva Good LLC ("Newco") have entered into an Agreement and Plan of Merger (the "Merger Agreement"), dated as of December 29, 2000, providing for the merger of the Company with and into Newco, pursuant to the provisions of the DGCL and the LLC Act. The Merger Agreement has been approved, adopted, certified, executed and acknowledged in accordance with Sections 264(c) and 228 of the DGCL, in the case of the Company, and Sections 18-204 and 18-209 of the LLC Act, in the case of Newco.

THIRD: That the name of the Delaware limited liability company surviving the merger (the "Surviving Entity") is "Heluva Good LLC".

FOURTH: That the merger of the Company with and into Newco shall be effective upon the filing of this Certificate of Merger with the Secretary of the State of Delaware.

FIFTH: That the executed Merger Agreement is on file at the place of business of the Surviving Entity at: c/o Crowley Foods, Inc., 95 Court Street, P.O. Box 549, Binghamton, NY 13902-0549. A copy of the Merger Agreement will be provided by the Surviving Entity.

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 10:00 AM 12/29/2000
010002236 - 3335519

upon request and without cost, to any member of any Delaware limited liability company or to any person holding an interest in the Company or Newco.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of this 29th day of December, 2000 by an authorized person of the surviving limited liability company.

HELIVA GOOD LLC, by its Manager,
Crowley Foods, Inc.

By: Martin J. Marchese
Name: MARTIN J MARCHESE
Title: Authorized Person



STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 04:00 PM 12/22/2000
001648818 - 3335519

CERTIFICATE OF FORMATION

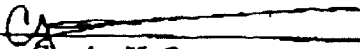
OF

HELUVA GOOD LLC

THIS Certificate of Formation of HELUVA GOOD LLC (the "Company"), dated as of this 22nd day of December, 2000, has been duly executed and is being filed by an authorized person to form a limited liability company under the Delaware Limited Liability Company Act, as amended from time to time.

1. Name. The name of the Company is "HELUVA GOOD LLC".
2. Registered Office. The address of the registered office of the Company in the State of Delaware is The Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801.
3. Registered Agent. The name and address of the registered agent for service of process on the Company in the State of Delaware is The Corporation Trust Company with offices at the Corporation Trust Center, 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first written above.


Name: Charles H. Compton
Title: Authorized Person