

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Gio International Foods, Inc.		12/27/2001	CORPORATION: RHODE ISLAND

RECEIVING PARTY DATA

Name:	Daniele Prosciutto, Inc.
Street Address:	P.O. Box 106
City:	Pascoag
State/Country:	RHODE ISLAND
Postal Code:	02859
Entity Type:	CORPORATION: RHODE ISLAND

PROPERTY NUMBERS Total: 2

Property Type	Number
Registration Number:	2300678
Registration Number:	2339195

CORRESPONDENCE DATA

Fax Number: (413)548-9338
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 617-426-5553
 Email: hiebert@samuelsTM.com
 Correspondent Name: Timothy H. Hiebert
 Address Line 1: 225 Franklin Street, Suite 3300
 Address Line 4: Boston, MASSACHUSETTS 02110

NAME OF SUBMITTER:	Timothy H. Hiebert
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Total Attachments: 10

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown
Secretary of State

Date: April 23, 2003

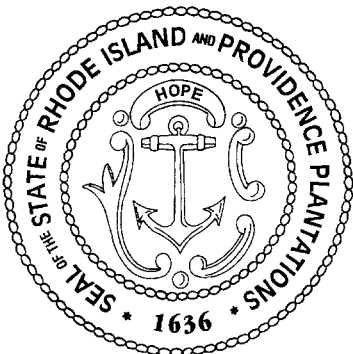
DANIELE PROSCIUTTO, INC.
(Articles of Merger - 9 Pages)

*A TRUE COPY WITNESSED UNDER THE SEAL OF THE STATE
OF RHODE ISLAND AND PROVIDENCE PLANTATIONS*

Matthew Brown

Secretary of State

By *Daniele Prosciutto*





STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

Daniele Prosciutto, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Daniele Prosciutto, Inc. and Gio' International Foods, Inc.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Daniele Prosciutto, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: n/a

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: n/a

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) immediately upon acceptance of these Articles for filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-6 or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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CORPORATIONS DIV
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of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Daniele Prosciutto, Inc.	5,000		
Gio' International Foods, Inc.	1,000		

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Daniele Prosciutto, Inc.	5,000	0			
Gio' International Foods	1,000	0			

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i,ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

n/a

i) The name of the subsidiary corporation is _____

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

.....

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Daniele Prosciutto, Inc.

Print Entity Name

By: [Signature]
Name of person signing

President

Title of person signing

By: [Signature]
Name of person signing

Treasurer

Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Pascoag, R.I., on this 21 day of December, 2001, before me personally appeared Vlado Dukceвич who, being duly sworn, declared that he/she is the President / Treasurer of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public

My Commission Expires:

MICHAEL S. ABBOOD, Notary Public
My Commission Expires June 27, 2005

Gio' International Foods, Inc.

Print Entity Name

By: [Signature]
Name of person signing

President

Title of person signing

By: [Signature]
Name of person signing

Treasurer

Title of person signing

STATE OF Rhode Island
COUNTY OF Providence

In Pascoag, R.I., on this 21 day of December, 2001, before me personally appeared Stefano Dukceвич and Vlado Dukceвич who, being duly sworn, declared that he/she is the President and Treasurer of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public

My Commission Expires:

MICHAEL S. ABBOOD, Notary Public
My Commission Expires June 27, 2005

PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER entered into this 27th day of December, 2001, by and between DANIELE PROSCIUTTO, INC., a Rhode Island corporation having its principal place of business located in Pascoag, Rhode Island ("Daniele") and GIO' INTERNATIONAL FOODS, INC., a Rhode Island corporation having its principal place of business located in Pascoag, Rhode Island ("Gio").

WHEREAS, Daniele is a corporation duly incorporated pursuant to the laws of the State of Rhode Island in October 24, 1975, having authorized capital stock of Eight Thousand (8,000) shares, all of which are common, having \$1.00 par value and of which Five Thousand (5,000) such shares are currently issued and outstanding;

WHEREAS, Gio is a corporation duly incorporated pursuant to the laws of the State of Rhode Island on June 10, 1997, having authorized capital stock of Eight Thousand (8,000) shares, all of which are common, being divided into two (2) classes; namely, Four Thousand (4,000) Class A voting and Four Thousand (4,000) Class B non-voting, having no par value and of which One Thousand (1,000) such shares are currently issued and outstanding as One Hundred (100) shares of Class A voting stock and Nine Hundred (900) shares of Class B non-voting stock;

WHEREAS, the Board of Directors and stockholders of Daniele and the stockholders of Gio deem it advisable and beneficial for the business of each corporation and their respective stockholders to merge Gio into Daniele; and

WHEREAS, Rhode Island General Laws, Section 7-1.1-65, 7-1.1-67, 7-1.1-68 and 7-1.1-69, provide for the merger of domestic corporations upon compliance with the provisions of such Sections;

NOW THEREFORE, the parties hereto agree, in accordance with the General Laws of the State of Rhode Island, that Gio and Daniele shall be, and they hereby are, merged into a single corporation; namely, Daniele, and that the terms and conditions of the merger and the mode of carrying the merger into effect shall be as set forth below:

Section I. Corporate Existence of Surviving Corporation:

Except as otherwise specifically set forth in this Agreement, the identity, existence, purposes, powers, franchises, rights and immunities of Daniele shall continue unaffected and unimpaired by the merger and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Gio' shall be merged into Daniele, and Daniele shall be fully vested with them.

The organization of Gio, excepting only those matters which may be continued by statute, shall cease as soon as this Agreement shall become effective, and Gio and Daniele shall become a single corporation (the "Surviving Corporation"). Gio and Daniele are sometimes referred to as

the "Constituent Corporations," and the time at which the Constituent Corporations become a single corporation is referred to as the "effective date of this agreement."

Section II. Amendment of Articles of Incorporation of the Surviving Corporation:

The Articles of Incorporation of the Surviving Corporation, shall, upon the effective date of this Agreement, be and are amended as follows:

1. Article First of the Articles of Incorporation is hereby deleted in its entirety and the following inserted in substitution thereof:

"First. The name of the corporation is Daniele International, Inc."

2. Article Third of the Articles of Incorporation is hereby amended to add the following:

"and to prepare, produce, package, market and sell Italian gourmet foods at wholesale and retail."

3. Article Sixth of the Articles of Incorporation is hereby amended to add the following:

- (a) To guarantee any bonds, securities or evidences of indebtedness created by or dividends on or certain amount per share in liquidation of the capital stock of any other corporation or corporations created by this state or by any other state, country, nation or government, provided such other corporation is formed for purposes similar to the purposes of this corporation or is engaged in the same or a substantially similar business or transacts business with this corporation or is owned or controlled by the same or substantially similar interests; but nothing herein contained shall authorize this corporation to carry on the business of a surety or indemnity company.
- (b) To guarantee in any way permitted by law the performance of any of the contracts or other undertakings in which the corporation may otherwise be or become interested, of any corporation, association, partnership, firm, trustee; syndicate, individual, government, state, municipality, or other political or governmental division or subdivision, domestic or foreign as may be permitted by law, AND/OR
- (c) To promote or assist financially or otherwise, corporations, syndicates, partnerships, trusts, trustees, individuals or associations of all kinds and to give any guaranty in connection therewith for the payment of money or for

the performance of any obligation or undertaking.

(d) R.I.G.L. Section 7-1.1-30.3, 1956, as amended, is hereby adopted.”

Section III. Bylaws of Surviving Corporation:

The bylaws of Daniele as they exist on the effective date of this Agreement shall be and remain the bylaws of the Surviving Corporation until they shall be altered, amended or repealed.

Section IV. Directors and Officers of Surviving Corporation:

1. The names and addresses of the first directors of the Surviving Corporation, who shall hold office until the annual meeting of the shareholders in the year set opposite their respective names below and until the election and qualifications of their respective successors:

<u>Name</u>	<u>Address</u>	<u>Terms of Expiration</u>
Vladimiro R. Dukcevich		April 11, 2002

2. The names and addresses of the first officers of the Surviving Corporation, who shall hold office until the first meeting of the Board of Directors following the next annual meeting of the shareholders and until their respective successors are elected and qualified are as follows:

	<u>Address</u>	<u>Terms of Expiration</u>
President:	Vladimiro R. Dukcevich	April 11, 2002
Vice President:	Stefano Dukcevich	April 11, 2002
Secretary:	Vladimiro R. Dukcevich	April 11, 2002
Treasurer:	Vladimiro R. Dukcevich	April 11, 2002

3. If, on the effective date of this Agreement, a vacancy shall exist in the Board of Directors of the Surviving Corporation or in any of the offices set forth above, for any reason, such vacancy may be filled in the manner provided in the bylaws of the Surviving Corporation.

Section V. Manner of Exchanging Shares of the Constituent Corporations Into Shares of the Surviving Corporation:

The stockholders of Gio shall receive shares of stock in Daniele in exchange for their respective shares of stock in Gio in the following manner:

- (a) For each Class A Voting shares of stock in Gio, the owner thereof shall receive One and 7/100 (1.07) shares of Daniele \$1.00 par value common stock; and

- (b) For each Class B Non-voting shares of stock in Gio, the owner thereof shall receive One and 63/100 (1.063) shares of Daniele \$1.00 par value common stock.

It being intended that the stockholders of Gio shall have seventeen and 5/10 (17.5%) percent of the issued and outstanding shares of stock in the Surviving Corporation.

The total number of shares of stock to be newly issued by Daniele shall be One Thousand Sixty-Four (1,064) shares of \$1.00 par value common stock.

All shares of stock received by Daniele shall be retired and not held in the treasury of the Surviving Corporation.

The stockholders of Daniele shall be issued new certificates for an equal number of shares in the Surviving Corporation.

Section VI. Miscellaneous Provisions:

1. The Surviving Corporation hereby adopts "Gio International Foods" as fictitious business name.
2. Pursuant to Rhode Island General Laws, Section 7-1.1-67, the Board of Directors of Daniele approved and recommended a plan of merger with Gio to the stockholders of Daniele, which plan was approved and adopted by the stockholders unanimously. Likewise, Gio, having no Board of Directors, approved and adopted the plan of merger with Daniele by its stockholders unanimously.
3. A copy of this Agreement has been mailed to each stockholder of each Constituent Corporation, and Articles of Merger have been prepared and executed in duplicate for filing with the Secretary of State of the State of Rhode Island, and the respective officers have been duly authorized to take such action and to expend such funds as may be reasonably deemed necessary to effectuate the transactions contemplated by this Agreement.
4. Notwithstanding anything in this Agreement or elsewhere to the contrary, this Agreement may be abandoned at any time prior to its filing by action of the Board of Directors of Daniele or by stockholders of Gio.
5. In the effective date of this Agreement, the Surviving Corporation shall, without the necessity of other documents of transfer, succeed to all the rights, capacity, privileges, powers, franchises and immunities, whether public or private in nature, and be subject to all the restrictions, disabilities, liabilities, obligations and duties

of each of the Constituent Corporations as provided by Rhode Island General Laws, Section 7-1.1-69.

6. The Surviving Corporation shall pay all the expenses of carrying out the transactions contemplated by this Agreement and of accomplishing the merger.
7. For the convenience of the parties and to facilitate the filing or recording of this Agreement, any number of counterparts shall be deemed an original instrument, though the same agreement.
8. This Agreement shall be construed and enforced in accordance with the laws of the State of Rhode Island.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the duly authorized President and Treasurer of each of the Constituent Corporations as of the day and date set forth above.

In the Presence of:

DANIELE PROSCIUTTO, INC.:

5/17
[Signature]

By [Signature]
Its President
By [Signature]
Its Treasurer

5/17
[Signature]

GIO' INTERNATIONAL FOODS, INC.:

By [Signature]
Its President
By [Signature]
Its Treasurer



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

December 21, 2001

TO WHOM IT MAY CONCERN:

Re: GIO INTERNATIONAL FOODS, INC.

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

MERGER-CORPORATION IS NON-SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations