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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):

Rosina Acquisition Corp.

- Individual(s) Association General Partnership Limited Partnership Corporation-State Delaware 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: March 21, 2000

2. Name and address of receiving party(ies)

Name: Celentano Food Products, Inc.

Internal Address:

Street Address: 75 Industrial Parkway

City: Buffalo State: NY Zip: 14227-2777

- 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 (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) 1,796,030

Additional number(s) attached Yes No

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

Name: John Kelepurovski, Jr., Esq.

Internal Address: Hiscock & Barclay, LLP

Street Address: 221 South Warren Street

City: Syracuse State: NY Zip: 13202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 160.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

John Kelepurovski, Jr., Esq.

Name of Person Signing

Signature

6/20/03 Date

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

01 FC:0521 02 FC:0523

40.00 UP 120.00 OP

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

TRADEMARK REEL: 002673 FRAME: 0092

Delaware

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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 INCORPORATION OF "F&R IP INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF APRIL, A.D. 2002, AT 9 O'CLOCK A.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

3511493 8100

AUTHENTICATION: 1709457

020224097

DATE: 04-08-02

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:00 AM 04/08/2002
020224097 - 3511493

CERTIFICATE OF INCORPORATION
OF
F&R IP INC.

FIRST. The name of this corporation shall be:

F&R IP INC.

SECOND. Its registered office in the State of Delaware is to be located at 2711 Centerville Road Suite 400 in the City of Wilmington, County of New Castle and its registered agent at such address is CORPORATION SERVICE COMPANY

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is 1,500 One Thousand Five Hundred shares of Common stock with no par value


FIFTH. The name and address of the incorporator is as follows:

Cellina Wohner
Corporation Service Company
2711 Centerville Road Suite 400
Wilmington, DE 19808

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

SEVENTH. No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this 8th day of April, A.D., 2002.



 Cellina Wohner
 Incorporator