

04-18-2003



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

REC T

102423570

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):

TFS Franchise Corporation

4-4-03

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

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

2. Name and address of receiving party(ies)

Name: The Store 24 Companies, Inc.

Internal Address:

Street Address: 14 Howard Street

City: Rockland State: MA Zip: 02370

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

3. Nature of conveyance:

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

Execution Date: December 30, 2002

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

A. Trademark Application No.(s) 76/180749

B. Trademark Registration No.(s) 1856902; 1853750; 1631949; 1020740

Additional number(s) attached Yes No

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

Name: Leslie Arnold

Internal Address:

Street Address: Palmer & Dodge LLP

111 Huntington Ave.

City: Boston State: MA Zip: 02199

6. Total number of applications and registrations involved:

5

7. Total fee (37 CFR 3.41) \$ 140.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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.

Laura Marsden Name of Person Signing

Signature

4/2/03 Date

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

04/17/2003 ECOOPER 00000212 76180749

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

01 FC:05:1 02 FC:05:2

40.00 OP 100.00 OP

TRADEMARK REEL: 002714 FRAME: 0610

# The Commonwealth of Massachusetts

William Francis Galvin  
Secretary of the Commonwealth  
One Ashburton Place, Boston, Massachusetts 02108-1512

081  
021  
052

## ARTICLES OF ~~CONSOLIDATION~~ / \*MERGER

(General Laws, Chapter 156B, Section 78)

8/25/02

Examiner

K7

~~XXXXXXXXXX~~ / \*merger of

CS TFS Franchise Corporation, a Massachusetts corporation

and

CS The Store 24 Companies, Inc., a 511181 Massachusetts corporation

the constituent corporations, into

CS The Store 24 Companies, Inc. 511181

~~XXXXXXXXXX~~ / \*one of the constituent corporations.

The undersigned officers of each of the constituent corporations certify under the penalties of perjury as follows:

1. An agreement of ~~consolidation~~ / \*merger has been duly adopted in compliance with the requirements of General Laws, Chapter 156B, Section 78, and will be kept as provided by Subsection (d) thereof. The ~~surviving~~ / \*surviving corporation will furnish a copy of said agreement to any of its stockholders, or to any person who was a stockholder of any constituent corporation, upon written request and without charge.

2. The effective date of the ~~consolidation~~ / \*merger determined pursuant to the agreement of ~~consolidation~~ / \*merger shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing:

December 30, 2002

3. (For a merger)

\*\*The following amendments to the Articles of Organization of the surviving corporation have been effected pursuant to the agreement of merger:

Article I shall be deleted in its entirety and amended to read as follows:  
Tedeschi Food Shops, Inc.

- C
- P
- M
- RA

\*Delete the inapplicable word. \*\*If there are no provisions state "None".  
Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet as long as each article requiring each addition is clearly indicated.

P.C.

4. The information contained in Item 4 is *not* a permanent part of the Articles of Organization of the ~~XXXXXX~~ / \*surviving corporation.

(a) The street address of the ~~XXXXXX~~ / \*surviving corporation in Massachusetts is: (post office boxes are not acceptable)  
14 Howard Street, Rockland, MA 02370

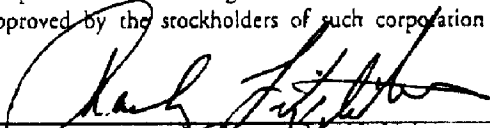
(b) The name, residential address, and post office address of each director and officer of the ~~XXXXXX~~ / \*surviving corporation is:

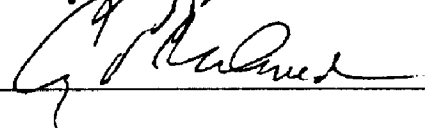
NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Charles E. Fitzgibbons	59 Loring Dr., Norwell, MA 02061	
Treasurer: Robert L. Tedeschi, Jr.	8 Ford's Crossing, Norwell, MA	
Clerk: Eugene V. Blanchard	20 Old Mill, Ln., Duxbury, MA	
Directors: Charles E. Fitzgibbons	same as above	
Robert L. Tedeschi, Jr.	same as above	
John F. Ransom	349 Ocean Street, Marshfield, MA	
Raymond L. Tedeschi	49 Loring Dr., Norwell, MA	
Terrence C. Tedeschi	9 Barnswallow Ln., Duxbury, MA	

(c) The fiscal year (i.e. tax year) of the ~~XXXXXX~~ / \*surviving corporation shall end on the ~~XXXXXX~~ day of the month of:  
**Sunday following the last Saturday in December**

(d) The name and business address of the resident agent, if any, of the ~~XXXXXX~~ / \*surviving corporation is:


The undersigned officers of the several constituent corporations listed above further state under the penalties of perjury as to their respective corporations that the agreement of ~~XXXXXX~~ \*merger has been duly executed on behalf of such corporation and duly approved by the stockholders of such corporation in the manner required by General Laws, Chapter 156B, Section 78.

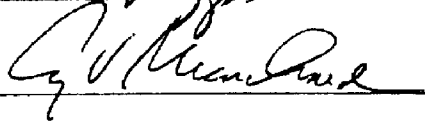
  
\_\_\_\_\_, \*President / ~~XXXXXX~~

  
\_\_\_\_\_, \*Clerk / ~~XXXXXX~~

of TFS Franchise Corporation

(Name of constituent corporation)

  
\_\_\_\_\_, \*President / ~~XXXXXX~~

  
\_\_\_\_\_, \*Clerk / ~~XXXXXX~~

of The Store 24 Companies, Inc.

(Name of constituent corporation)

\*Delete the inapplicable words.

(For a consolidation)

(a) The purpose of the *resulting* corporation is to engage in the following business activities:

(b) State the total number of shares and the par value, if any, of each class of stock which the *resulting* corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

\*\* (c) If more than one class of stock is authorized, state a distinguishing designation for each class and provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of each class and of each series then established.

\*\* (d) The restrictions, if any, on the transfer of stock contained in the agreement of consolidation are:

\*\* (e) Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

*\*\* If there are no provisions state "None".*

# TEDESCHI FOOD SHOPS, INC.

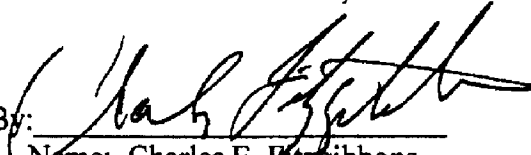
14 Howard Street  
Rockland, MA 02370

Tedeschi Food Shops, Inc., a corporation which was organized under the laws of the Commonwealth of Massachusetts, which has since been merged out of existence, hereby consents to the use of the word "Tedeschi Food Shops" by The Store 24 Companies, Inc., a corporation organized under the laws of the Commonwealth of Massachusetts and which will be amending its Articles of Organization in order to change its name to Tedeschi Food Shops, Inc.

IN WITNESS WHEREOF, said corporation has caused this consent to be executed by its

President this 30 day of December, 2002.

TEDESCHI FOOD SHOPS, INC.

By:   
Name: Charles E. Fitzgibbons  
Title: President

1177458.1