

05-19-2003



Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 8/30/2005) Tab settings

RE

102450761

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): Franklin County Cheese Corporation
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State
Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Franklin Foods, Inc.
Internal
Address: P.O. Box 486
Street Address: One East Street Falls, VT 05450
City: Enosburg State: Zip:
Individual(s) citizenship
Association
General Partnership
Limited Partnership
[X] Corporation-State Vermont
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
Assignment Merger
Security Agreement [X] Change of Name
Other
Execution Date: March 31, 2000

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 1,262,577 and 2,372,874
Additional number(s) attached Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Howard B. Barnaby, Esq.
Internal Address: Robin, Blecker & Daley
Street Address: 330 Madison Avenue
City: New York State: NY Zip: 10017

6. Total number of applications and registrations involved: [X]
7. Total fee (37 CFR 3.41).....\$ 65.00
[X] Enclosed
Authorized to be charged to deposit account
8. Deposit account number:
18-1644 (if additional fees required)

05/16/2003 DBYRNE 00000040 1262577
01 FC:852 40.00 OP
02 FC:852 25.00 OP

DO NOT USE THIS SPACE

9. Signature. Howard B. Barnaby
Name of Person Signing

Signature

May 7, 2003
Date

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK REEL: 002734 FRAME: 0923



STATE OF VERMONT
OFFICE OF SECRETARY OF STATE

I, Deborah L. Markowitz, Secretary of State of the State of Vermont, do hereby certify that the attached is a true copy of

Articles of Amendment

for

FRANKLIN FOODS, INC.

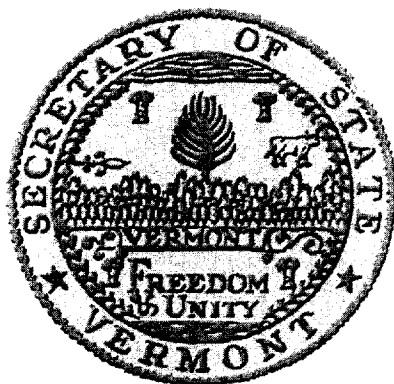
as filed in this department effective April 30, 2003.

April 30, 2003

*Given under my hand and the seal
of the State of Vermont, at
Montpelier, the State Capital*

A handwritten signature in cursive script, appearing to read "Deborah L. Markowitz".

*Deborah L. Markowitz
Secretary of State*



V-9100

ARTICLES OF AMENDMENT (Vermont domestic for-profit corporation, T.11A,10.06)
VERMONT SECRETARY OF STATE Location: Heritage 1 Bldg. Mail: 81 River Street, Drawer
09 Montpelier, VT 05609-1104 Telephone:(802) 828-2386 Email: biz@sec.state.vt.us

Current NAME of corporation: Franklin County Cheese Corporation ✓

A Vermont domestic for-profit corporation may amend its articles of incorporation at any time to add or change a provision that is required or permitted in the articles of incorporation or to delete a provision not required. If a corporation has not yet issued shares, its incorporators or board of directors may adopt one or more amendments to the corporation's articles of incorporation.

The text and date of each amendment adopted.

The name of the Corporation shall be changed to Franklin Foods, Inc.

If the amendment provides for an exchange, reclassification, or cancellation of issued shares, state the provisions for implementing the amendment if not contained in the amendment itself.

N/A

If the amendment was adopted by the incorporators or board of directors, without shareholder action, make a statement to that effect and that shareholder action was not required.

N/A

If the amendment was approved by shareholders. (A) the designation, number of outstanding shares, number of votes entitled to be cast by each voting group entitled to vote separately on the amendment, and number of votes of each voting group represented at the meeting.

Single class of common stock, \$0.10 par value; 43,339.332 shares outstanding, one vote per share

entitled to be cast; all 43,339.332 votes represented.

B) either the total number of votes cast for and against the amendment by each voting group entitled to vote separately on the amendment or the total number of undisputed votes cast for the amendment by each voting group and a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

Number of votes for amendment: 43,339.332; Number of votes against amendment: 0

Signature Anthony Stamp Title Treasurer Date 3/31/00

\$25.00 FEE Please type or print and file in duplicate.
Effective date _____ fee of \$ _____ has been paid.

JUN 29 2000
RECORDED: 05/15/2003

TRADEMARK
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JK