

05-21-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

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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): Beatreme Foods, Inc. 5.14.03
Individual(s) Association
General Partnership Limited Partnership
[X] Corporation-State: Delaware
Other
Additional name(s) of conveying party(ies) attached? Yes [] No [X]

2. Name and address of receiving party(ies)
Name: Kerry Inc.
Internal Address:
Street Address: 100 E. Grand Avenue
City: Beloit State: Wisconsin Zip: 53511
Individual(s) citizenship Association
General Partnership Limited Partnership
[X] Corporation-State: Delaware
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes [] No []
(Designations must be separate document from assignment)
Additional name(s) & address(es) attached? Yes [] No [X]

3. Nature of conveyance:
Assignment Merger [X]
Security Agreement Change of Name
Other
Execution Date: December 29, 1994

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 74303335
B. Trademark Registration No.(s) 1771664
Additional number(s) attached Yes [] No [X]

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: William R. Coole, VP & General Counsel
Kerry Inc.
Internal Address: Law Department
Street Address: 100 E. Grand Avenue
City: Beloit State: WI Zip: 53511

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41) \$40.00
Enclosed []
[X] Authorized to be charged to deposit account
8. Deposit account number: 502575
(Attach duplicate copy of this page if paying by deposit account)

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.
William R. Coole Signature: William R Coole Date: May 14, 2003
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments and document: 10

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments

Washington, D.C. 20231

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TRADEMARK REEL: 002736 FRAME: 0964

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BEATREME FOODS INC.", A DELAWARE CORPORATION,

WITH AND INTO "KERRY FOODS INC." UNDER THE NAME OF "KERRY FOODS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1994, AT 3:30 O'CLOCK P.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

2018568 8100M

DATE: 7358919

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12-30-94

TRADEMARK

REEL: 002736 FRAME: 0965

CERTIFICATE OF OWNERSHIP AND MERGER
OF
BEATREME FOODS INC.
WITH AND INTO
KERRY FOODS INC.

UNDER SECTION 253 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Kerry Foods Inc., a Delaware corporation (the "Corporation"), hereby certifies to the following information relating to the merger of Beatreme Foods Inc., a Delaware corporation and the wholly-owned subsidiary of the Corporation ("Beatreme"), with and into the Corporation (the "Merger"):

1. The Corporation owns all of the issued and outstanding shares of each class of capital stock of Beatreme.

2. By written unanimous consent dated December 29, 1994, the Board of Directors of the Corporation adopted the following resolutions approving the Merger:

"RESOLVED, that the Corporation merge Beatreme Foods Inc., a Delaware corporation and a wholly-owned subsidiary of the Corporation ("Beatreme"), into itself as the surviving corporation, and, upon consummation of the merger, assume all of Beatreme's liabilities and obligations;

FURTHER RESOLVED, that the Chairman, the President or any Vice President of the Corporation be, and each of them, acting alone, hereby is, authorized to execute, deliver and file with the appropriate public authorities in the name and on behalf of the Corporation, a Certificate of Ownership and Merger pursuant to which Beatreme will be merged with and into the Corporation and setting forth a copy of these resolutions, the execution thereof by such officer to be conclusive evidence of the approval thereof by such officer and this Board;

FURTHER RESOLVED, that at any time prior to the filing of the Certificate of Ownership and Merger with any public authority, the Board of Directors of the Corporation may determine not to effect the merger of Beatreme into the Corporation;

FURTHER RESOLVED, that each and every officer of the Corporation be, and each of them, acting alone, hereby is, authorized to, from time to time in the name and on behalf of the Corporation, take such actions and execute and deliver such agreements, certificates, instruments, assignments, notices and documents as may be required or as such officer

may deem necessary, advisable or proper in order to carry out and perform the obligations of the Corporation under the foregoing resolutions."

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been executed on this 29th day of December, 1994.

KERRY FOODS INC.

By: Mark Earley
Name: Mark Earley
Title: Vice President and Chief
Financial Officer

Attest: J. Trent Anderson
Name: J. Trent Anderson
Title: Assistant Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KERRY FOODS INC.", CHANGING ITS NAME FROM "KERRY FOODS INC." TO "KERRY INGREDIENTS INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 0300106

DATE: 01-30-95

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CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

KERRY FOODS INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation have, by unanimous written consent, filed with the minutes of the Board of Directors, pursuant to the authority of Section 141 of the General Corporation Law of the State of Delaware, adopted a resolution proposing and declaring advisable the following amendments to the Certificate of Incorporation of the Corporation:

Article First of the Certificate of Incorporation of Kerry Foods Inc. is hereby amended such that said article shall be and read as follows:

"FIRST. The name of the corporation is Kerry Ingredients Inc."

Article Seventh of the Certificate of Incorporation of Kerry Foods Inc. is hereby amended such that said article shall be and read as follows:

"SEVENTH. The corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the right of the corporation), by reason of his acting as a director or officer of the corporation (and the corporation, in the discretion of the Board of Directors, may so indemnify a person by reason of the fact that he is or was an employee or agent of the

corporation or is or was serving at the request of the corporation in any other capacity for or on behalf of the corporation) against any liability or expense actually and reasonably incurred by such person in respect thereof; provided, however, the corporation shall be required to indemnify an officer or director in connection with an action, suit or proceeding initiated by such person only if such action, suit or proceeding was authorized by the Board of Directors of the corporation. Such indemnification is not exclusive of any other right to indemnification provided by law or otherwise. The right to indemnification conferred by this Article Seventh shall be deemed to be a contract between the corporation and each person referred to herein.

The Certificate of Incorporation of Kerry Foods Inc. is hereby amended by adding the following Article Tenth thereto:

"TENTH. No director shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of a 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) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which a director derives an improper personal benefit."

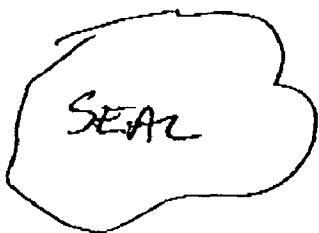
SECOND: That in lieu of a meeting and vote of the sole stockholder of the Corporation, said sole stockholder has given its written consent to this amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment of the Certificate of Incorporation herein certified was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Kerry Foods Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Mark Earley, its Vice President and Chief Financial Officer, and attested by J. Trent Anderson, its Assistant Secretary, this 23rd day of January, 1995.

KERRY FOODS INC.

By: Mark Earley
Vice President and
Chief Financial
Officer



ATTEST:
By: J. Trent Anderson
Assistant Secretary

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "KERRY INGREDIENTS INC.", CHANGING ITS NAME FROM "KERRY INGREDIENTS INC." TO "KERRY INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF MAY, A.D. 1997, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 00000000

DATE: 05/01/97

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
KERRY INGREDIENTS INC.**

Adopted in accordance with the provisions
of Section 242 of the General Corporation
Law of the State of Delaware

The undersigned, being the Vice President of Kerry Ingredients Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. That the Certificate of Incorporation of the Corporation is hereby amended by changing the Article numbered "FIRST" so that, as amended, said Article shall read in its entirety as follows:

"FIRST: The name of the corporation is KERRY INC."

2. That the foregoing amendment of the Certificate of Incorporation of the Corporation has been duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware (the "GCL").

3. That the Board of Directors of the Corporation duly adopted resolutions setting forth the foregoing amendment, declaring said amendment to be advisable and referring such amendment to the sole stockholder of the Corporation for consideration thereof.

4. That the foregoing amendment has been duly adopted in accordance with the provisions of the GCL by the written consent of the sole stockholder of the Corporation on April 30, 1997 in accordance with the provisions of Section 228 of the GCL.

IN WITNESS WHEREOF, the undersigned has caused this Certificate to be signed this 30th day of April, 1997.

KERRY INGREDIENTS INC.

By:



Mark Earley, Vice President