

06-16-2003



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Docket No.:

004-T-76

Tab settings

To the Director of the United States Patent and Trademark Office, attached original documents or copy thereof.

1. Name of conveying party(ies):

BF USB INC.
32 Loockerman Square, Suite L-100
Dover, Delaware 19901

6-12-03

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: Archway Cookies, LLC

Internal Address: _____

Street Address: 67 W. Michigan Avenue, Suite 200

City: Battle Creek State: MI ZIP: 49017

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Limited Liability Company - Delaware

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from Additional name(s) & address(es) Yes N

3. Nature of conveyance:

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

Execution Date: January 24, 2003

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,355,584

Additional numbers Yes No

FINANCE SECTION
JAN 23 AM 8:05

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

Name: Howard C. Miskin

Internal Address: Stoll, Miskin & Badie

Street Address: 350 Fifth Avenue, Suite 4710

City: New York State: NY ZIP: 10118

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ \$40.00

- Enclosed *# 11632*
- Authorized to be charged to deposit account

8. Deposit account number:

13-3731

06/13/2003 ECDDPER 00000172 2355584

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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.

Gloria Tsui-Yip
Name of Person Signing

Gloria Tsui-Yip
Signature

June 10, 2003
Date

Total number of pages including cover sheet, attachments, and 5 TRADEMARK

**STATE OF DELAWARE
CERTIFICATE OF MERGER OR CONSOLIDATION**

of
The Shur-Good Biscuit Co., Inc., an Ohio corporation,
and
BF USB Inc., a Delaware Corporation,
merging into
Archway Cookies, LLC, a Delaware Limited Liability Company.

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executes the following Certificate of Merger:

FIRST: The name of the surviving limited liability company is Archway Cookies, LLC, a Delaware limited liability company, and the name of the business entities being merged into this surviving limited liability company are The Shur-Good Biscuit Co., Inc., an Ohio corporation, and BF USB Inc., a Delaware Corporation.

SECOND: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporations.

THIRD: The name of the surviving limited liability company is Archway Cookies, LLC.

FOURTH: The merger is to become effective on January 26, 2003.

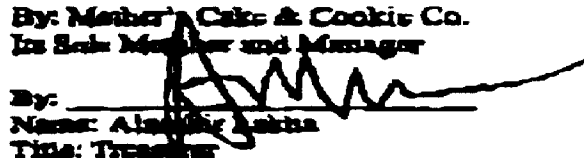
FIFTH: The Agreement of Merger is on file at the following place of business of the surviving limited liability company: 67 W. Michigan Ave., Suite 200, Battle Creek, Michigan 49017.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the surviving limited liability company or shareholder of the merging corporations.

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person on January 24, 2003.

ARCHWAY COOKIES, LLC

By: Member's Cakes & Cookies Co.
Its Sole Member and Manager

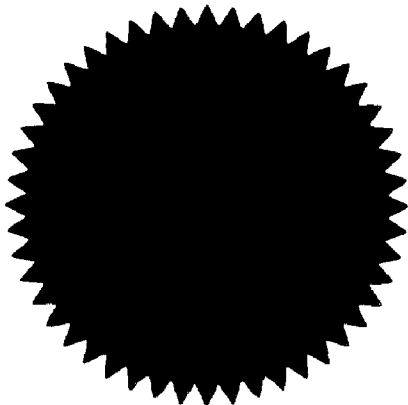
By: 
Name: Alexander Lakha
Title: Treasurer

By: 
Name: Paul Roberts
Title: Assistant Secretary

CANADA)	TO ALL TO WHOM THESE PRESENTS
)	
PROVINCE OF ONTARIO)	MAY COME, BE SEEN OR KNOWN
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)	
)	
TO WIT:)	

I, Mirella C. D'Avanzo, a Notary Public, in and for the Province of Ontario, by Royal Authority duly appointed, residing at the City of Mississauga, in the Regional Municipality of Peel, and practising at 405 The West Mall, Etobicoke, in said Province, **DO HEREBY CERTIFY AND ATTEST** that the paper-writing hereto annexed is a true copy of a document produced and shown to me and purporting to be a Certificate of Merger, dated the 24th day of January, 2003, merging BF USB Inc., The Shur-Good Biscuit, Inc. with and into Archway Cookies, LLC under the name of Archway Cookies, LLC, the said copy having been compared by me with the said original document, an act whereof being requested I have granted under my Notarial Form and Seal of Office to serve and avail as occasion shall or may require.

IN TESTIMONY WHEREOF I have hereto subscribed my name and affixed my Notarial Seal of Office at Etobicoke this 30th day of May, 2003.



Mirella D'Avanzo
 A Notary Public in and for
 the Province of Ontario

Delaware

PAGE 1

The First State

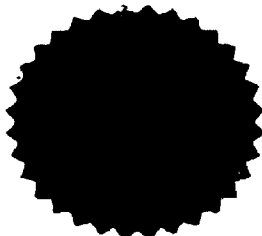
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BF USB INC.", A DELAWARE CORPORATION,

"THE SHUR-GOOD BISCUIT, INC.", A OHIO CORPORATION,

WITH AND INTO "ARCHWAY COOKIES, LLC" UNDER THE NAME OF "ARCHWAY COOKIES, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF JANUARY, A.D. 2003, AT 1 O'CLOCK P.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

2956226 8100M

AUTHENTICATION: 2223632

030050237
RECORDED: 06/12/2003

DATE: 01-24-03
REEL: 002754 FRAME: 0968

TRADEMARK