

(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)



OFFICE OF PUB

To The Honorable Commissioner for Patents and Tra

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ments or copy thereof.

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FINANCE SECTION

7-15-03

1. Name of conveying party(ies):

NABISCO LTD.
10 PARK LAWN ROAD
ETOBICOKE, ONTARIO CANADA
M8Y 3R8

Individual(s)
Association
General Partnership
Limited Partnership

Corporation-State or Country: CANADA
Other:

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

3. Nature of Conveyance:

Assignment Merger
Security Agreement Change of Name

Other AMALGAMATION

Execution Date: DECEMBER 30, 2001

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

Name: KRAFT CANADA INC.
Internal Address:
Street Address: 95 MOATFIELD DRIVE
City: DON MILLS Country: CANADA Zip: M3B 3L6

Individual(s) citizenship
Association
General Partnership
Limited Partnership
 Corporation-State or country: CANADA
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 names(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

655310 AYLME

Additional numbers attached? Yes No

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

Name: SUSAN H. FROHLING
Internal Address:
Company: KRAFT FOODS
Street Address: THREE LAKES DRIVE
City: NORTHFIELD State: IL Zip: 60093

6. Total number of applications and registrations invoiced: ONE

7. Total fee (37 CFR 3.41): \$ 40.00
\$40 for one mark and \$25 for each additional

Enclosed
 Authorized to be charged to deposit

8. Deposit account number: 11-1650

9. Statement and signature.

SUSAN HANAWAY FROHLING
Name of Person Signing

Susan Hanaway Frohling
Signature

July 11, 2003
Date

Total number of pages comprising cover sheet: 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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KRAFT CANADA INC.

CERTIFICATE

The undersigned, Ian J. T. Cross, as the duly elected or appointed Assistant Secretary of Kraft Canada Inc. (the "Corporation"), certifies for and on behalf of and under the corporate seal of the Corporation, intending that the same may be relied upon by you without further inquiry, that annexed hereto and marked as Exhibit "A" is a true and complete copy of the certificate and articles of amalgamation of the Corporation (the "Articles"). The Articles are in full force and effect at the date hereof, have not been amended or varied and neither the directors nor the shareholders of the Corporation have passed, confirmed or consented to any amendments or variations to the Articles.

DATED at Toronto this 19th day of February, 2002.


Ian J. T. Cross



**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

KRAFT CANADA INC.

399257-8

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Director - Directeur

December 30, 2001 / le 30 décembre 2001

Date of Amalgamation - Date de fusion



1 - Name of the Amalgamated Corporation / Dénomination sociale de la société issue de la fusion

KRAFT CANADA INC.

2 - The province or territory in Canada where the registered office is to be situated / La province ou le territoire au Canada où se situera le siège social

ONTARIO

3 - The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre

The Corporation is authorized to issue an unlimited number of common shares and an unlimited number of preferred shares.

4 - Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu

There are no restrictions.

5 - Number (or minimum and maximum number) of directors / Nombre (ou nombre minimal et maximal) d'administrateurs

A minimum of three and a maximum of 13, the actual number to be determined from time to time by resolution of the directors.

6 - Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu

There are no restrictions.

7 - Other provisions, if any / Autres dispositions, s'il y a lieu

The annexed Schedule 1 is incorporated in this form.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

- 183
- 184(1)
- 184(2)

9 - Name of the amalgamating corporations / Dénomination sociale des sociétés fusionnantes	Corporation No. / N° de la société	Signature	Date	Title / Titre
KRAFT CANADA INC.	3214541	<i>Richard C. Bailey</i>	Dec. 20 / 01	VP, General Counsel & Sec.
NABISCO LTD - NABISCO LTÉE	2879808	<i>Richard C. Bailey</i>	Dec. 20 / 01	VP, General Counsel & Sec.

For Departmental Use Only - À l'usage du ministère
Corporation No. / N° de la société: **399257-8**

Filed - Déposé: **JAN 08 2002**

Canada

SCHEDULE 1

to

ARTICLES OF AMALGAMATION

of

KRAFT CANADA INC.

(the "Corporation")

The following other provisions form part of these Articles of Amalgamation:

1. Without limiting the borrowing powers of the Corporation as set forth in the *Canada Business Corporations Act*, the directors may from time to time on behalf of the Corporation without authorization of the shareholders:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other evidences of indebtedness or guarantee of the Corporation, whether secured or unsecured;
- (c) to the extent permitted by the *Canada Business Corporations Act*, give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal movable or immovable, property of the Corporation including book debts, rights, powers, franchises and undertakings, to secure any such bonds, debentures, notes or other evidences of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Corporation.

Nothing in this section limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

2. The rights, privileges, restrictions and conditions attaching to the preferred shares are as follows:

- (a) *Non-Cumulative Dividends:* The holders of the preferred shares, in priority to the holders of the common shares and all other shares ranking junior to the preferred shares, shall be entitled to receive and the Corporation shall pay thereon, as and when declared by the board of directors of the Corporation out of the assets of the Corporation properly applicable to the payment of dividends, fixed preferential non-cumulative cash dividends at the rate of 5% per annum on the Redemption Price (as hereinafter defined) per share. The board of directors shall be entitled from time to time to declare part of the said preferential non-cumulative cash

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dividend for any financial year notwithstanding that such dividend for such financial year shall not be declared in full. If within 4 months after the expiration of any financial year of the Corporation the board of directors in its discretion has not declared the said dividend or any part thereof on the preferred shares for the financial year, then the rights of the holders of the preferred shares to such dividend or to any undeclared part thereof for such financial year shall be forever extinguished. The holders of preferred shares shall not be entitled to any dividends other than or in excess of the preferential non-cumulative dividends hereinbefore provided.

- (b) *Dividends Preferential:* Except with the consent in writing of the holders of all the preferred shares outstanding, no dividend shall at any time be declared and paid on or set apart for payment on the common shares or on any other shares ranking junior to the preferred shares in any financial year unless and until the preferential non-cumulative dividend on all the preferred shares outstanding in respect of such financial year has been declared and paid or set apart for payment.
- (c) *Participation upon Liquidation, Dissolution or Winding-up:* In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purpose of winding-up its affairs, the holders of the preferred shares shall be entitled to receive from the assets of the Corporation a sum equivalent to the aggregate Redemption Amount (as hereinafter defined) of all preferred shares held by them respectively before any amount shall be paid or any assets of the Corporation distributed to the holders of any common shares or shares of any other class ranking junior to the preferred shares. After payment to the holders of the preferred shares of the amount so payable to them as above provided they shall not be entitled to share in any further distribution of the assets of the Corporation.
- (d) *Redemption at Option of Holder:* A holder of preferred shares shall be entitled to require the Corporation to redeem, subject to the requirements of the Canada Business Corporations Act as now enacted or as the same may from time to time be amended, re-enacted or replaced, at any time or times all or any of the preferred shares held by such holder by tendering to the Corporation at its registered office a share certificate or certificates representing the preferred shares which the holder desires to have the Corporation redeem together with a request in writing specifying (i) that the holder desires to have the preferred shares represented by such certificate or certificates redeemed by the Corporation and, if part only of the shares represented by such certificate or certificates is to be redeemed, the number thereof so to be redeemed and (ii) the business day (herein referred to as the "Redemption Date") on which the holder desires to have the Corporation redeem such preferred shares. The Redemption Date shall be not less than 30 days (or such shorter period to which the Corporation may consent) after the day on which the request in writing is given to the Corporation. Upon receipt of a share certificate or certificates representing the preferred shares which the holder desires to have the Corporation redeem together with such a request the Corporation shall on the Redemption Date redeem such preferred

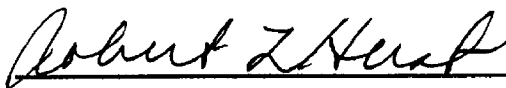
- (c) *Voting Rights:* The holders of the common shares shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and shall have one vote for each common share held at all meetings of the shareholders of the Corporation, except meetings at which any holders of another specified class or series of shares of the Corporation are entitled to vote separately as a class or series.

Appointment of Domestic Representative

Kraft Canada Inc. appoints the following as its Domestic Representative upon whom notice in the proceedings affecting any marks owned by Kraft Canada Inc., may be served:

Susan Hanaway Frohling
Attorney
Kraft Foods Holdings, Inc.
Three Lakes Drive
Northfield, IL 60093
Phone: (847) 646-8657
Fax: (847) 646-4431
E-Mail: sfrohling@kraft.com

In accordance with the notice in the Federal Register dated June 21, 1999, this authorization will grant the United States Patent and Trademark Office permission to send correspondence regarding the applications and/or registration of Kraft Canada Inc. to its Domestic Representative.



Robert L. Herst
Assistant Secretary
Kraft Canada Inc.
95 Moatfield Drive
Don Mills, Ontario
Canada M3B 3L6

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EXHIBIT "A"

ARTICLES OF AMALGAMATION

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RECORDED: 07/15/2003

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