

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
American Beverage Marketers, Inc.		07/31/1995	CORPORATION: KANSAS

RECEIVING PARTY DATA

Name:	Clark Foods, Inc.
Street Address:	495 Industrial Boulevard
City:	New Albany
State/Country:	INDIANA
Postal Code:	47150
Entity Type:	CORPORATION: KENTUCKY

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	1010022	MASTER OF MIXES
Registration Number:	1967422	FINEST CALL

CORRESPONDENCE DATA

Fax Number: (312)427-6663
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (312) 427-1300
 Email: CHIUSTM@LADAS.NET
 Correspondent Name: Ladas & Parry
 Address Line 1: 224 South Michigan Avenue
 Address Line 2: Suite 1200
 Address Line 4: Chicago, ILLINOIS 60604

NAME OF SUBMITTER:	John E. McKie
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Total Attachments: 14
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per share, with the holders of the common stock outstanding being entitled to one vote for each share of common stock standing in their names on the books of the corporation.)

(5) The executed agreement of merger is on file at the principal place of business of the surviving corporation. Corporation on file at the principal place of business of the surviving corporation, the address of which is 495 Industrial Boulevard, New Albany, Indiana 47150, as well as at the registered office of the corporation in the state of Kentucky, which is 200 South Fifth Street, Suite 300 South, Louisville, Kentucky 40202.

(6) A copy of the Agreement of Merger will be furnished by the surviving corporation, Clark Foods, Inc., on request and without cost, to any stockholder of any constituent corporation.

(7) The corporation surviving the merger is a Kentucky corporation.

(8) Clark Foods, Inc., the surviving corporation, agrees that it may be served with process in the state of Kansas in any proceeding for enforcement of any obligation of any constituent corporation of the state of Kansas, as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of K.S.A. 17-6712, and amendments thereto, and irrevocably appoints the Secretary of State of Kansas as its agent to accept service of process in any such suit or other proceedings. The address to which a copy of such process shall be mailed by the Secretary of State of Kansas is:

495 Industrial Boulevard
New Albany, Indiana 47150

CERTIFICATE OF MERGER

The undersigned, CLARK FOODS, INC., a Kentucky corporation, by its duly authorized officer, hereby certifies in accordance with K.S.A. 17-6702 of the Kansas General Corporations Code and states as follows:

(1) The name and state of incorporation of each of the constituent corporations of the merger is:

(a) American Beverage Marketers, Inc., a Kansas corporation, Charter No. 162-069-9.

(b) Clark Foods, Inc., a Kentucky corporation.

(2) An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with K.S.A. 17-6702, provided, in lieu of a shareholder vote, the adoption of said Agreement of Merger by American Beverage Marketers, Inc. has been effected by written consent of the sole shareholder of all outstanding shares of said corporation entitled to vote, in accordance with the provisions of K.S.A. 17-6518.

(3) The name of the surviving corporation is Clark Foods, Inc.

(4) The amendment to the Articles of Incorporation of the surviving corporation

to be effected by the merger is as follows:

Article IV of said surviving Kentucky corporation shall be amended to read:

"The total authorized number of shares shall be Five Thousand (5,000) shares of common stock having no par value. The holders of the common stock shall be entitled to one (1) vote for each share of common stock standing in their names on the books of the corporation." (Previous to the merger, said Article IV authorized 500 shares of common capital stock having a par value of \$100.00

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FILED
SECRETARY OF STATE
KANSAS

WITNESS the signature of the surviving corporation, Clark Foods, Inc., by its duly authorized President and attested to by its duly authorized Assistant Secretary, this 31st day of July, 1995.

CLARK FOODS, INC.

By: *George J. Wagner, III*
GEORGE J. WAGNER, III
President

ATTEST:

David W. Gray
DAVID W. GRAY
Assistant Secretary

STATE OF KENTUCKY)
)
COUNTY OF JEFFERSON)

On this the 31st day of July, 1995, before me, *Christine M. James*, the undersigned officer, personally appeared George J. Wagner, III, who acknowledged himself to be the President of Clark Foods, Inc., a Kentucky corporation, and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

In witness whereof, I hereunto set my hand and official seal.

My Commission expires: *November 6, 1997*


Christine M. James
NOTARY PUBLIC

SEAL:

EA000DW0CLARKCERT.MER

COMMONWEALTH OF KENTUCKY

1. Country: United States of
This public document
2. has been
signed by JOHN Y. BROWN III
3. acting in
the capacity of SECRETARY OF STATE
FANKLIN COUNTY
COMMONWEALTH OF KENTUCKY
4. bears the seal/stamp of JOHN Y. BROWN III
SECRETARY OF STATE
COMMONWEALTH OF KENTUCKY
5. at FRANKLIN COUNTY 6. the 16TH DAY OF MARCH, 1998
7. by SECRETARY OF STATE, COMMONWEALTH OF KENTUCKY
8. Seal
9. Signature:



THOMAS C. GREENWELL
Assistant Secretary of State





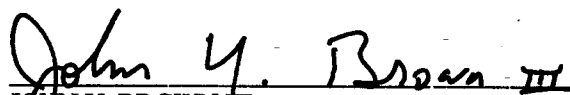
**JOHN Y. BROWN III
SECRETARY OF STATE**

CERTIFICATE

I, **JOHN Y. BROWN III**, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of **ARTICLES OF MERGER OF**

**AMERICAN BEVERAGE MARKETERS, INC. (NON-QUALIFIED) INTO CLARK FOODS, INC. FILED
JULY 31, 1995.**

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official seal at Frankfort, Kentucky this 16TH day of MARCH, 1998.



JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

**TRADEMARK
REEL: 002781 FRAME: 0**

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ARTICLES OF MERGER OF

¹² AMERICAN BEVERAGE MARKETERS, INC., A KANSAS CORPORATION

INTO

CLARK FOODS, INC., A KENTUCKY CORPORATION

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Pursuant to KRS 271B.11-070 the undersigned as surviving corporation executes the following articles of merger:

- (A) The plan of merger attached hereto as Exhibit A and incorporated herein by reference was approved by the shareholders of each of the constituent corporations in the manner prescribed by the Kentucky Business Corporation Act.
- (B) As to each of the constituent corporations, the designation, number of shares outstanding, and the number of votes entitled to be cast by each voting group entitled to vote separately on the plan of merger are as follows:

Name of Corporation	Designation & Number of Shares Outstanding	Number of Votes entitled to be Cast by each voting group
Clark Foods Inc., a Kentucky Corporation	Common Stock, \$100 par value, 500 shares outstanding (no other classes of stock)	500
American Beverage Mar- keters, Inc., a Kansas Corporation	(609,500) shares, \$1 par value (no other classes of stock)	609,500

- (C) As to each of the constituent corporations the total number of votes cast for and against such plan by each voting group entitled to vote separately thereon are as follows:

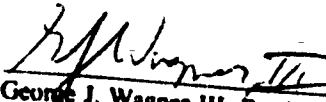
Name of Corporation	Voting Group	Cast For	Cast Against
Clark Foods Inc.	Common share (only voting group)	500	0
American Beverage Mar- keters, Inc.	Common Shares (only voting group)	609,500	0

The number of votes cast for the plan by each voting group of each constituent corporation was sufficient for approval by that voting group.

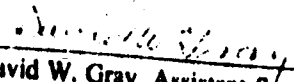
The merger is permitted by the law of the state of Kansas under whose law American Beverage Marketers, Inc., the acquired corporation, is incorporated, and American Beverage Marketers, Inc. has complied with that law in effecting the merger.

Witness the signature of Clark Foods, Inc., the surviving corporation, by its duly authorized officer, this 21 day of July, 1995.

Clark Foods, Inc., a Kentucky Corporation,
surviving corporation, by:

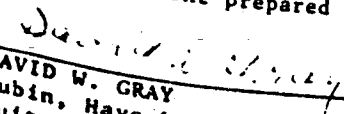

George J. Wagner III, President

Attest:


David W. Gray, Assistant Secretary

f:\data\clw\gk\ark\ark1_mer
July 28, 1995

This instrument prepared by:


DAVID W. GRAY
Rubin, Hays & Foley
Suite 300 South
First Trust Centre
200 South Fifth Street
Louisville, Kentucky 40202
(502) 569-7550

**AGREEMENT AND PLAN OF MERGER OF
AMERICAN BEVERAGE MARKETERS, INC., A KANSAS CORPORATION
WITH AND INTO
CLARK FOODS, INC., A KENTUCKY CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER ("plan of merger") dated as of July 28, 1995 adopted and made by and between CLARK FOODS, INC., a Kentucky corporation having its registered office in Kentucky at 200 South Fifth Street, Louisville, Kentucky 40202 and its principal office and place of business at 495 Industrial Boulevard, New Albany, Indiana 47150 (hereinafter sometimes "acquiring corporation" or "surviving corporation"), and AMERICAN BEVERAGE MARKETERS, INC., a Kansas corporation having its registered office in the State of Kansas at 6900 College Drive, Suite 400, Overland Park, Kansas 66211 (hereinafter sometimes "acquired corporation"); the two said parties being sometimes referred to herein collectively as the Constituent Corporations.

WITNESSETH:

WHEREAS, acquiring corporation is a corporation organized and existing under the laws of the Commonwealth of Kentucky, with a single class of authorized capital stock consisting of five hundred (500) shares of common stock of the par value of \$100.00 each ("acquiring corporation common stock"), of which at the date hereof five hundred (500) shares, being all of the shares authorized, are issued and outstanding; and

WHEREAS, acquired corporation is a corporation organized and existing under the State of Kansas, the authorized capital stock of which consists of five million (5,000,000) common

shares of \$1.00 par value per share ("acquired corporation common stock"), of which at the date hereof six hundred nine thousand five hundred (609,500) shares are issued and outstanding; and

WHEREAS, the respective boards of directors of the acquiring corporation and the acquired corporation deem the merger of the acquired corporation (American Beverage Marketers, Inc.) with and into the acquiring corporation (Clark Foods, Inc.), under and pursuant to the terms and conditions herein set forth, desirable and in the best interests of the respective corporations and their respective shareholders, and the respective boards of directors of acquiring corporation and acquired corporation have adopted resolutions approving this agreement and plan of merger and directed that same be submitted to the respective shareholders of the companies:

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the constituent corporations, parties hereto, do hereby agree as follows:

ARTICLE I

Merger

Subject to adoption hereof by the shareholders of each of the constituent corporations as provided by law and to the terms and conditions of this plan of merger, on the effective date of the merger as defined in Article V ("effective date"), the acquired corporation shall be merged with and into the acquiring corporation pursuant to the provisions of, and with the effect provided in, the Kentucky Business Corporation Act and the Kansas General Corporation Code and in particular KSA 17-6702. On the effective date, the separate existence of the acquired corporation shall cease and the acquiring corporation, Clark Foods, Inc., as the surviving entity, shall continue unaffected and unimpaired by the merger, except as affected by amendment of its Articles of

Incorporation as hereinafter set forth (acquiring corporation as existing on and after the effective date being hereinafter sometimes referred to as the "surviving corporation").

ARTICLE II

Articles of Incorporation and Amendment Thereto; Bylaws

A. The articles of incorporation of Clark Foods, Inc., the acquiring corporation, in effect immediately prior to the effective date shall be the articles of incorporation of the surviving corporation, except that the said articles shall be amended as follows, effective upon the merger:

Article IV shall be amended to read:

"The total authorized number of shares shall be five thousand (5,000) shares of common stock having no par value. The holders of the common stock shall be entitled to one (1) vote for each share of common stock standing in their names on the books of the corporation."

B. The bylaws of the acquiring corporation in effect immediately prior to the effective date of the merger shall be the bylaws of the surviving corporation except that effective with the merger said bylaws shall be amended as follows:

Section 1 of Article IV shall be amended to read:

"The officers of the corporation shall be a President, a Secretary, a Treasurer, a Vice President - Operations, a Vice President - Purchasing, a Senior Vice President - Sales, and a Vice President Sales, each of whom shall be elected by the Board of Directors, and such other officers and assistant officers as may be deemed necessary including a Chairman of the Board may be elected or appointed by the Board. The same individual may simultaneously hold more than one (1) office in the corporation."

Article IV of the bylaws shall be amended to read:

"Article IV

Fiscal Year

The fiscal year of the corporation shall correspond with the calendar year."

ARTICLE III

Board of Directors

On the effective date, the board of directors of the surviving corporation shall consist of those persons serving as directors of the acquiring corporation immediately prior to the effective date of the merger.

ARTICLE IV

Conversion and Exchange of Shares

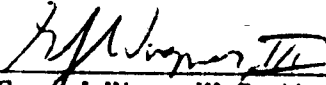
The Plan and terms of the merger approved by the respective boards of the constituent corporations is that effective with the merger, the holders of outstanding shares of the common stock of Clark Foods, Inc., the acquiring corporation, immediately prior to the merger, effective with the merger and by virtue thereof shall become the holders of fifty (50%) percent of the outstanding capital stock of the surviving corporation; and that the holders of the outstanding shares of common stock of the acquired corporation (American Beverage Marketers, Inc.) effective with the merger and by virtue thereof shall likewise become the holders of fifty (50%) percent of the outstanding shares of the surviving corporation. Inasmuch as all of the outstanding common stock of Clark Foods, Inc., the acquiring corporation, has heretofore been issued and remains outstanding, such terms and plan of merger require that the acquiring corporation amend its articles of incorporation to increase the number of shares, as reflected by the amendment set forth in Article II above of this plan of merger. The number of shares of the common stock of the acquiring corporation shall be increased from five hundred (500) shares of the par value of \$100.00 per share to five thousand (5,000) shares of no par value. The conversion and exchange

The number of votes cast for the plan by each voting group of each constituent corporation was sufficient for approval by that voting group.

The merger is permitted by the law of the state of Kansas under whose law American Beverage Marketers, Inc., the acquired corporation, is incorporated, and American Beverage Marketers, Inc. has complied with that law in effecting the merger.

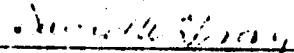
Witness the signature of Clark Foods, Inc., the surviving corporation, by its duly authorized officer, this 21 day of July, 1995.

Clark Foods, Inc., a Kentucky Corporation,
surviving corporation, by:



George J. Wagner III, President

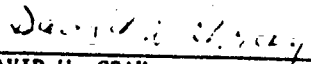
Attest:



David W. Gray, Assistant Secretary

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July 28, 1995

This instrument prepared by:



DAVID W. GRAY
Rubin, Hays & Foley
Suite 300 South
First Trust Centre
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WITNESSETH:

WHEREAS, acquiring corporation is a corporation organized and existing under the laws of the Commonwealth of Kentucky, with a single class of authorized capital stock consisting of five hundred (500) shares of common stock of the par value of \$100.00 each ("acquiring corporation common stock"), of which at the date hereof five hundred (500) shares, being all of the shares authorized, are issued and outstanding; and

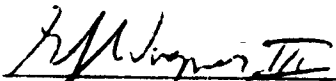
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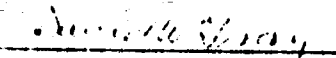
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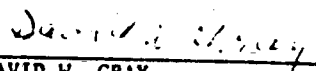

George J. Wagner III, President

Attest:


David W. Gray, Assistant Secretary

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July 28, 1995

This instrument prepared by:


DAVID W. GRAY
Rubin, Hays & Foley
Suite 300 South
First Trust Centre
200 South Fifth Street
Louisville, Kentucky 40202
(502) 569-7550