

To the Honorable Commission

of the attached original documents or copy hereof.



102520194

1. Name of conveying party(ies): Alexia Foods, LLC

Individual(s) Association
General Partnership Limited Partnership
Corporation-
[X] Other: a limited liability company organized under the laws of the State of New York
Additional name(s) of conveying party(ies) attached Yes [X] No

2. Name and address of receiving party(ies):
Name: Alexia Foods, Inc.
Address: 37 Greenpoint Avenue
Brooklyn, New York 11222

Individual(s) citizenship:
Association
General Partnership
Limited Partnership
[X] Corporation- Delaware
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached:
Yes [X] No
(Designations must be a separate document Assignment)
Additional name(s) & addresses attached
Yes [X] No

3. Nature of conveyance:
Assignment [X] Merger
Security Agreement Change of Name
Other:
Execution Date: July 9, 2003

A. Trademark Application No.(s)

Table with 3 columns of trademark application numbers: 76/337,086, 76/337,085, 76/444,371, 76/337,084, 76/503,520, 76/458,807, 76/442,442, 76/493,132, 76/337,087, 76/507,493

B. Trademark Registration No.(s)

Additional Numbers attached? Yes No [X]

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

Name: Mark N. Mutterperl
Internal Address: Fulbright & Jaworski L.L.P.
Street Address: 666 Fifth Avenue
City: New York State: NY Zip: 10103

6. Total number of applications and registration involved: 10

7. Total fee (37 CFR 3.41) \$ 265.00
Enclosed
[X] Authorized to be charged to deposit account in the event of insufficiency of check

8. Deposit account number:
[NUMBER] 50.0624-Order No. 10107531

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

08/11/2003 ECDOPER 00000004 76337086

01 FC:0521 40.00 00
02 FC:0522 225.00 00

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.

Mark N. Mutterperl Signature Date July 17, 2003

Total number of pages including cover sheet and attachments 1

State of Delaware  
 Secretary of State  
 Division of Corporations  
 Delivered 02:57 PM 07/09/2003  
 FILED 02:57 PM 07/09/2003  
 SRV 030451558 - 3663123 FILE

**CERTIFICATE OF MERGER  
 OF  
 ALEXIA FOODS, LLC  
 (a New York Limited Liability Company)  
 INTO  
 ALEXIA FOODS, INC.  
 (a Delaware Corporation)**

**(Under Section 264 of the Delaware  
 General Corporation Law)**

**FIRST:** The names and jurisdictions of formation of each of the constituent entities to the merger are as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>
Alexia Foods, LLC	New York
Alexia Foods, Inc.	Delaware

**SECOND:** An agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 264 of the Delaware General Corporation Law.

**THIRD:** The name of the surviving corporation of the merger is Alexia Foods, Inc. (the "Surviving Corporation"). The Surviving Corporation shall be a Delaware corporation.

**FOURTH:** The certificate of incorporation of Alexia Foods, Inc. shall be the certificate of incorporation of the Surviving Corporation.

**FIFTH:** The agreement of merger is on file at the offices of Alexia Foods, Inc., located at 37 Greenpoint Avenue, Brooklyn, New York 11222.

**SIXTH:** A copy of the agreement of merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporation or any member of the constituent limited liability company to the merger.

**SEVENTH:** This certificate shall be effective upon filing.

[Remainder of This Page Intentionally Left Blank]

IN WITNESS WHEREOF, Alexia Foods, Inc., the Surviving Corporation, has caused this certificate to be signed by an authorized person, this 9 day of July, 2003.

By: /s/ Alexander Dzieduszycki

Alexander Dzieduszycki

Chief Executive Officer

# Delaware

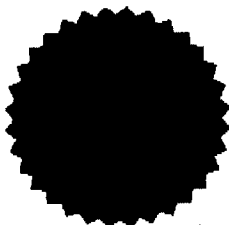
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*The First State*

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:

"ALEXIA FOODS, LLC", A NEW YORK LIMITED LIABILITY COMPANY, WITH AND INTO "ALEXIA FOODS, INC." UNDER THE NAME OF "ALEXIA FOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JULY, A.D. 2003, AT 2:57 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

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AUTHENTICATION: 2518753

DATE: 07-09-03

RECORDED: 07/17/2003

TRADEMARK  
REEL: 002798 FRAME: 0138