

FORM PTO-1594

08/31/92

09-22-2003

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

ET



To the Honorable Commissioner of

102555316

Send original documents or copy thereof.

1. Name of conveying party(ies):

Name: Frigoscandia Inc.

- Individual(s)
- General Partnership
- Corporation: Maryland
- Corporation of Canada
- Other
- Association
- Limited Partnership

Date of execution of attached Document: April 13, 2002

Additional name(s) of conveying party(ies) attached?

- Yes No

3. Nature of conveyance:

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

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

Name: Frigoscandia Equipment Inc.

Street Address: 200 East Randolph Drive

City: Chicago State/Country: Illinois ZIP: 60601

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation Delaware
- 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 name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration Number(s): 2,039,874, 2,148,044, 2,272,507, 2,360,350, and 2,372,648

Additional numbers attached? Yes No.

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

Name: John H. Weber
Internal Address: BAKER & HOSTETLER, LLP
Washington Square, Suite 1100
1050 Connecticut Avenue, N.W.
Washington DC 20036-5304

6. Total number of applications and registrations involved:5

7. Total fee (37 CFR 3.41) \$140.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 50-2036
Atty. Dkt. No.: 87209-718, -735, -781, and -4712

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

DO NOT USE THIS SPACE

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.

James L. Marvin

Name of Person Signing

Signature

June 19, 2003

Date

09/17/2003 DBYRNE 00000145 2039874

Total number of pages comprising cover sheet:

01 FC:8521 40.00 TP
02 FC:8522 100.00 DP

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

FRIGOSCANDIA INC.

INTO

FRIGOSCANDIA EQUIPMENT INC.

FRIGOSCANDIA EQUIPMENT INC., a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 12th day of May, 1894, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of Common Stock of FRIGOSCANDIA INC., a corporation incorporated on the 3rd day of September, 1965, pursuant to the General Corporation Law of the State of Maryland.

THIRD: That this corporation, by the following unanimous written consent of its Board of Directors, filed with the minutes of the Board, on the 29th day of April, 2002, determined to and did merge into itself said FRIGOSCANDIA INC.

RESOLVED, that this corporation merge, and it hereby does merge into itself FRIGOSCANDIA INC. and assumes all of its obligations; and

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the merger shall become effective on April 30, 2002; and

FURTHER RESOLVED, that the proper officer of this corporation be and he or she is hereby directed to, make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge said FRIGOSCANDIA INC. and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger; and

FURTHER RESOLVED, that this corporation change its corporate name by changing Article One of the Certificate of Incorporation of this corporation to read as follows:

Article One: The name of the corporation is FMC FoodTech Inc.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of FRIGOSCANDIA EQUIPMENT INC. at any time prior to the time that this merger filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, said FRIGOSCANDIA EQUIPMENT INC, has caused this Certificate to be signed by Charlotte Mitchell Smith, its Secretary, this 30th day of April, 2002.

FRIGOSCANDIA EQUIPMENT INC.

By *Charlotte Mitchell Smith*
Charlotte Mitchell Smith
Its Secretary

Delaware

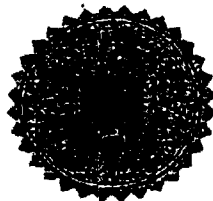
PAGE 1

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 OWNERSHIP, WHICH MERGES:

"FRIGOSCANDIA INC.", A MARYLAND CORPORATION,
WITH AND INTO "FRIGOSCANDIA EQUIPMENT INC." UNDER THE NAME OF "FMC FOODTECH INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF APRIL, A.D. 2002, AT 4:30 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

2402299 8100M

AUTHENTICATION: 1751995

020275709

DATE: 04-30-02

RECORDED: 08/25/2003

TRADEMARK
REEL: 002826 FRAME: 0295