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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0047 Exp. 6/30/2005 Tab settings

10-07-2003

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office



102568936

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies):
Monterey Canning Company **10-1-03**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State (CA)
 Other _____

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

2. Name and address of receiving party(ies)
 Name: Winn-Dixie Procurement, Inc.
 Internal _____
 Address: _____

Street Address: 5050 Edgewood Court
 City: Jacksonville State: FL Zip: 32254

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Florida
 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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 14, 2001

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 175,331

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Neil F. Markva
 Internal Address: _____

Street Address: 8322-A Traford Lane


City: Springfield State: VA Zip: 22152

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
13-1720

DO NOT USE THIS SPACE

9. Signature.
Neil F. Markva  Sept. 29, 2003
 Name of Person Signing Signature Date

10/06/2003 ELDOPER 00000201 175331 01 FC:8521

total number of pages including cover sheet, attachments, and document: 1
 Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patent & Trademarks, Box Assignments
 Washington, D.C. 20231

TRADEMARK REEL: 002839 FRAME: 0160

ARTICLES OF MERGER
of
MONTEREY CANNING CO.
(First Subsidiary Corporation)
with and into
WINN-DIXIE PROCUREMENT, INC.
(Second Subsidiary Corporation)

FILED
01 NOV 15 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned, WINN-DIXIE STORES, INC., MONTEREY CANNING CO. and WINN-DIXIE PROCUREMENT, INC., adopt the following Articles of Merger for the purpose of merging MONTEREY CANNING CO., First Subsidiary Corporation, with and into WINN-DIXIE PROCUREMENT, INC., Second Subsidiary Corporation:

- A. The names of the corporations which are parties to the merger are as follows: WINN-DIXIE STORES, INC., a Florida corporation, MONTEREY CANNING CO., a California corporation, and WINN-DIXIE PROCUREMENT, INC., a Florida corporation. The name of the Surviving Corporation is WINN-DIXIE PROCUREMENT, INC.
- B. The Agreement and Plan of Merger dated November 15, 2001 among WINN-DIXIE STORES, INC., MONTEREY CANNING CO., and WINN-DIXIE PROCUREMENT, INC., is attached hereto and by this reference made a part hereof.
- C. MONTEREY CANNING CO., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. MONTEREY CANNING CO., has 1,500 shares of Common Stock with par value of \$100.00 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- D. WINN-DIXIE PROCUREMENT, INC., is a wholly-owned subsidiary corporation of WINN-DIXIE STORES, INC. WINN-DIXIE PROCUREMENT, INC., has 1,000 shares of Common Stock with par value of \$1.00 per share issued and outstanding, all of which outstanding shares are owned by WINN-DIXIE STORES, INC., the Parent Corporation.
- E. The Agreement and Plan of Merger was adopted and approved by the Board of Directors of WINN-DIXIE STORES, INC., as Parent Corporation, in the manner prescribed by provisions of Section 607.1104 of the Florida Business Corporation Act as of April 19, 2000.

IN WITNESS WHEREOF, WINN-DIXIE STORES, INC., MONTEREY CANNING CO., and WINN-DIXIE PROCUREMENT, INC., have caused these Articles of Merger to be executed in their corporate names by their respective Presidents or Vice Presidents and Secretaries under the seals of the Corporations the 14th day of November, 2001.

Signed, sealed and delivered in the presence of:

Laura L. Andrews
Brenda K. Davis

WINN-DIXIE STORES, INC.

By: E. Ellis Zahra
Its Senior Vice President
By: Judith W. Dixon
Its Secretary

Signed, sealed and delivered in the presence of:

Laura L. Andrews
Brenda K. Davis

MONTEREY CANNING CO.

By: E. Ellis Zahra
Its Vice President
By: Judith W. Dixon
Its Secretary

Signed, sealed and delivered in the presence of:

Laura L. Andrews
Brenda K. Davis

WINN-DIXIE PROCUREMENT, INC.

By: E. Ellis Zahra
Its Vice President
By: Judith W. Dixon
Its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of November, 2001, by E. Ellis Zahra, Jr. and Judith W. Dixon, Senior Vice President and Secretary, respectively, of WINN-DIXIE STORES, INC., a Florida corporation, on behalf of the corporation.



BRENDA K. DAVIS
Notary Public, State of Florida
My Comm. Exp. Jan. 30, 2002
Comm. No. CC 709879

Brenda K. Davis
Notary Public, State and County aforesaid.
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of November, 2001, by E. Ellis Zahra, Jr. and Judith W. Dixon, Vice President and Secretary, respectively, of MONTEREY CANNING CO. a California corporation, on behalf of the corporation.



BRENDA K. DAVIS
Notary Public, State of Florida
My Comm. Exp. Jan. 30, 2002
Comm. No. CC 709879

Brenda K. Davis

Notary Public, State and County aforesaid.
My Commission expires:

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COUNTY OF DUVAL

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My Comm. Exp. Jan. 30, 2002
Comm. No. CC 709879

Brenda K. Davis

Notary Public, State and County aforesaid.
My Commission expires:

\\WD21SVR\B\DAVIS\BWS\Brenda\CORP\DOCS\MERGERS\MONTEREY.PROCUREMENT.art.DOC.DOC

SCHEDULE 1

WINN-DIXIE PROCUREMENT, INC.
59-3652951
FISCAL YEAR ENDED JUNE 27, 2001

OFFICER	SS#	TITLE	ADDRESS
ROWLAND, A. R.	522-54-6341	DIRECTOR AND PRESIDENT	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
BAXLEY, W. R.	564-23-5948	VICE PRESIDENT	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
BERRY, W. M.	546-86-8789	VICE PRESIDENT	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
LAFEVER, D. G.	267-88-7177	DIRECTOR AND VICE PRESIDENT	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
MCCOOK, R. P.	266-08-9566	VICE PRESIDENT	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
MOON, T. M.	412-86-4043	VICE PRESIDENT	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
PAYMENT, P. H.	426-02-2905	VICE PRESIDENT	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
POWERS, M. H.	229-82-9103	VICE PRESIDENT	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
SHEEHAN, D. M.	528-86-0962	VICE PRESIDENT	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
SHEEHAN, J. R.	462-23-0984	VICE PRESIDENT	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
TOSCANO, A. B.	528-43-7104	VICE PRESIDENT	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
ZAHRA, E. E. JR.	261-78-6472	VICE PRESIDENT & ASST. SECY.	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
ROSS, K. D.	262-81-8455	DIRECTOR, VICE PRESIDENT AND TREASURER	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
BYRUM, D. M.	410-76-3241	DIRECTOR, VICE PRESIDENT & ASST. SECY.	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
DIXON, J. W.	264-62-6590	SECRETARY	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
HOPKINS, JR. H. I.	267-64-3841	ASST. SECRETARY AND ASST. TREAS	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
PETERSON, R. D.	506-52-1816	ASST. SECRETARY AND ASST. TREAS	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
QUALLS, T. L.	449-66-6537	ASST. SECRETARY AND ASST. TREAS	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
SANSON, R. W.	507-78-6260	ASST. SECRETARY AND ASST. TREAS	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
WADFORD, H. S.	247-78-5718	ASST. SECRETARY AND ASST. TREAS	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254
YOUNG, D. M.	436-17-5558	ASST. SECRETARY AND ASST. TREAS	5050 EDGEWOOD COURT, JACKSONVILLE, FL 32254

Attachment

P00000058422 70854

/2001/state/officers.wk4

AGREEMENT AND PLAN OF MERGER

WINN-DIXIE STORES, INC.
(Parent Corporation)

MONTEREY CANNING CO.
(First Subsidiary Corporation)

WINN-DIXIE PROCUREMENT, INC.
(Second Subsidiary Corporation)

AGREEMENT AND PLAN OF MERGER effective November 15, 2001 between **WINN-DIXIE STORES, INC.**, a Florida corporation, **MONTEREY CANNING CO.**, a California corporation, and **WINN-DIXIE PROCUREMENT, INC.**, a Florida corporation; **MONTEREY CANNING CO.** and **WINN-DIXIE PROCUREMENT, INC.**, being together hereinafter sometimes referred to as "Constituent Corporations".

RECITALS

- A. **WINN & LOVETT GROCERY COMPANY** was incorporated under the laws of Florida on December 26, 1928.
- B. The corporate name of **WINN & LOVETT GROCERY COMPANY** was changed to **WINN-DIXIE STORES, INC.** by Certificate of Amendment filed in the Office of the Secretary of State of Florida on November 15, 1955.
- C. **MONTEREY CANNING CO.** was incorporated under the laws of California on October 20, 1919.
- D. **WINN-DIXIE PROCUREMENT, INC.** was incorporated under the laws of Florida on June 15, 2000.
- E. **MONTEREY CANNING CO.** is a wholly owned Subsidiary Corporation of **WINN-DIXIE STORES, INC.** **WINN-DIXIE PROCUREMENT, INC.** is a wholly owned Subsidiary Corporation of **WINN-DIXIE STORES, INC.**
- F. The Board of Directors of **WINN-DIXIE STORES, INC.** deems it desirable and in the best interests of the Company that **MONTEREY CANNING CO.** be merged with and into **WINN-DIXIE PROCUREMENT, INC.** pursuant to Section 607.1104 of the Florida Business Corporation Act and pursuant to a resolution adopted at the Board of Directors meeting held April 19, 2000, **WINN-DIXIE STORES, INC.** approved this Agreement and Plan of Merger.

- G. Pursuant to Section 607.1104 of the Florida Business Corporation Act, on April 19, 2000 WINN-DIXIE STORES, INC., as holder of all of the outstanding shares of MONTEREY CANNING CO. and WINN-DIXIE PROCUREMENT, INC., waived the mailing of a copy of the Agreement and Plan of Merger to the sole shareholder of record of the Constituent Corporations.
- H. The effective date of the merger is November 15, 2001.
- I. An executed Agreement and Plan of Merger is on file at the principal place of business of WINN-DIXIE PROCUREMENT, INC., 5050 Edgewood Court, Jacksonville, FL 32254.

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the Constituent Corporations agree as follows:

SECTION ONE. Parties. The name of the Parent Corporation is WINN-DIXIE STORES, INC., the name of the First Subsidiary Corporation is MONTEREY CANNING CO. and the name of the Second Subsidiary Corporation is WINN-DIXIE PROCUREMENT, INC.

SECTION TWO. Merger. MONTEREY CANNING CO. shall merge with and into WINN-DIXIE PROCUREMENT, INC., which shall be the Surviving Corporation.

SECTION THREE. Terms and Conditions. On the effective date of the merger, the separate existence of MONTEREY CANNING CO., as Absorbed Corporation, shall cease, and WINN-DIXIE PROCUREMENT, INC., as Surviving Corporation, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of MONTEREY CANNING CO., without the necessity for any separate transfer. The Surviving Corporation shall hereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

SECTION FOUR. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation, a copy of which is attached as Exhibit A hereto, shall continue to be the Articles of Incorporation following the effective date of the merger.

SECTION FIVE. By-Laws of Surviving Corporation. The By-Laws of the Surviving Corporation shall continue to be By-Laws of the Surviving Corporation following the effective date of the merger.

SECTION SIX. Directors and Officers. The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices or until their successors have been elected or appointed and qualified.

SECTION SEVEN. Cancellation of MONTEREY CANNING CO. Shares on Merger. Each share of the Common Stock of MONTEREY CANNING CO., issued and outstanding on the effective date of the merger, shall be retired and canceled, and no shares of MONTEREY CANNING CO. shall be converted into shares of Common Stock of the Surviving Corporation.

As of the effective date of merger, each certificate of Common Stock of MONTEREY CANNING CO., owned by the Parent Corporation shall be retired and canceled by the Parent Corporation.

Each share of WINN-DIXIE PROCUREMENT, INC., outstanding immediately prior to the merger becoming effective shall remain outstanding immediately after the merger as an identical share of the Surviving Corporation.

SECTION EIGHT. Copy of Agreement and Plan of Merger. A copy of the Agreement and Plan of Merger will be furnished by WINN-DIXIE PROCUREMENT, INC. on written request and without cost, to the sole shareholder of MONTEREY CANNING CO.

SECTION NINE. Effective Date of Merger. The effective date of this merger shall be November 15, 2001.

IN WITNESS WHEREOF, WINN-DIXIE STORES, INC., MONTEREY CANNING CO., and WINN-DIXIE PROCUREMENT, INC., have caused this Agreement and Plan of Merger to be executed in their corporate names by their respective Presidents or Vice Presidents and Secretaries under the seals of the Corporations as of the day and year first above written.

Signed, sealed and delivered
in the presence of:

Laura L. Anderson

Brenda K. Davis

WINN-DIXIE STORES, INC.

By: T. E. E. E. E.
Its Senior Vice President

By: J. J. J. J. J.
Its Secretary

PARENT CORPORATION

Signed, sealed and delivered
in the presence of:

Laura L. Andrews

Brenda K. Davis

MONTEREY CANNING CO.

By: E. Ellis Zahra, Jr.
Its Vice President

By: Judith W. Dixon
Its Secretary

FIRST SUBSIDIARY CORPORATION

Signed, sealed and delivered
in the presence of:

Laura L. Andrews

Brenda K. Davis

WINN-DIXIE PROCUREMENT, INC.

By: E. Ellis Zahra, Jr.
Its Vice President

By: Judith W. Dixon
Its Secretary

SECOND SUBSIDIARY CORPORATION

STATE OF FLORIDA
COUNTY OF DUVAL


The foregoing instrument was acknowledged before me this 14th day of November, 2001, by E. Ellis Zahra, Jr. and Judith W. Dixon, Senior Vice President and Secretary, respectively, of WINN-DIXIE STORES, INC., a Florida corporation, on behalf of the corporation.

(NOTARIAL SEAL)  BRENDA K. DAVIS
Notary Public, State of Florida
My Comm. Exp. Jan. 30, 2002
Comm. No. CC 709879

Brenda K. Davis
Notary Public, State and County aforesaid.
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of November, 2001, by E. Ellis Zahra, Jr. and Judith W. Dixon, Vice President and Secretary, respectively, of MONTEREY CANNING CO., a California corporation, on behalf of the corporation.

(NOTARIAL SEAL)  BRENDA K. DAVIS
Notary Public, State of Florida
My Comm. Exp. Jan. 30, 2002
Comm. No. CC 709879

Brenda K. Davis
Notary Public, State and County aforesaid.
My Commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 14th day of November, 2001, by E. Ellis Zahra, Jr. and Judith W. Dixon, Vice President and Secretary, respectively, of WINN-DIXIE PROCUREMENT, INC., a Florida corporation, on behalf of the corporation.



BRENDA K. DAVIS
Notary Public, State of Florida
My Comm. Exp. Jan. 30, 2002
Comm. No. CC 709879

Notary Public, State and County aforesaid.
My Commission expires:

\\WD21SVRB\DAVISBW\$\Brenda\CORPDOC\MERGERS\MONTEREY.PROCUREMENT.PLAN.DOC

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of WINN-DIXIE PROCUREMENT, INC., a Florida corporation, filed on June 15, 2000, as shown by the records of this office.

The document number of this corporation is P00000058422.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Sixteenth day of June, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION
OF
WINN-DIXIE PROCUREMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 15 PM 4:53

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be WINN-DIXIE PROCUREMENT, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 5050 Edgewood Court, Jacksonville, Florida 32254.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock with a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the shareholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 1201 Hays Street, Tallahassee, FL 32301. The name of the initial registered agent of this corporation at that address is Corporation Service Company. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:


<u>NAME</u>	<u>ADDRESS</u>
Kenneth M. Kirschner	5050 Edgewood Court Jacksonville, Florida 32254

ARTICLE VI

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 14th day of June, 2000.




Kenneth M. Kirschner (Seal)

REGISTERED AGENT OF
WINN-DIXIE PROCUREMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 15 PM 4:53

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon WINN-DIXIE PROCUREMENT, INC., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1201 Hays Street, Tallahassee, FL 32301.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Florida on this 5th day of June, 2000.



Corporation Service Company
Registered Agent
BRIAN COURTNEY, ASST. V.P.