

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼ ▼

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1 Name of conveying party(ies)  
SCIS Food Services, Inc.  
30 Old Rudnick Lane, Suite 100  
Dover, Delaware 19901

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State - Delaware  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies)  
Name Chef Solutions Inc.  
Internal Address: Suite 600  
Street Address: 20 N. Martingale Rd.  
City: Schaumburg State: IL Zip: 60173

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State 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

3. Nature of conveyance:

Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: 03-05-2002

4 Application number(s) or registration number(s):  
A. Trademark Application No.(s) 76/360163

B. Trademark Registration No.(s) 2109095, 2233648, 2183399, 2181811, 1436575, 1429608

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Kay Lyn Schwartz  
Internal Address Suite 3000  
Telephone: (214) 999-4702  
Facsimile: (214) 999-3702  
Street Address: 1601 Elm Street  
City: Dallas State: Tx Zip: 75229

6 Total number of applications and registrations involved: 7

7. Total fee (37 CFR 3.41) ..... \$ 190.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
07-0153

DO NOT USE THIS SPACE

9. Signature.

Kay Schwartz                      Kay Sa                      5-20-04  
 Name of Person Signing                      Signature                      Date

Total number of pages including cover sheet, attachments, and documents 8

All documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

CH \$190.00 070163 76360163

**CHEF SOLUTIONS INC.**

charter documents as of 5/28/03

|           |  |                          |
|-----------|--|--------------------------|
| 9/2/1999  | Certificate of Incorporation               | SCIS Food Services, Inc. |
| 5/10/2001 | Certificate of Change of Reg. Agt.         | CT, Delaware             |
| 3/5/2002  | Certificate of Amendment, changing name to | Chef Solutions Inc.      |

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CHEF SOLUTIONS INC" AS RECEIVED AND FILED IN THIS OFFICE.

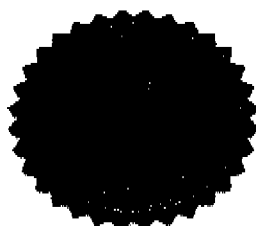
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SECOND DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE TENTH DAY OF MAY, A.D. 2001, AT 5 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SCIS FOOD SERVICES, INC." TO "CHEF SOLUTIONS INC", FILED THE FIFTH DAY OF MARCH, A.D. 2002, AT 1:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION.



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

3091852 8100H

AUTHENTICATION: 2440580

030348569

DATE: 05-28-03

TRADEMARK

REEL: 002861 FRAME: 0553

**CERTIFICATE OF INCORPORATION**

**OF**

**SCIS FOOD SERVICES, INC.**

1. The name of the corporation is SCIS Food Services, Inc. (the "Corporation").

2. The address of the Corporation's registered office in Delaware is 30 Old Rudnick Lane, Suite 100, Dover, Delaware 19901. LEXIS Document Services Inc. is the Corporation's registered agent at that address in Kent County.

3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

4. The Corporation shall have authority to issue a total of 100 shares of common stock of the par value of \$0.01 per share.

5. The name of the sole incorporator is Tovit Schultz and her mailing address is c/o Kaye, Scholer, Fierman, Hays & Handler, 425 Park Avenue, LLP, New York, New York 10022.

6. The Corporation's Board of Directors shall have the power to make, alter or repeal the by-laws of the Corporation.

7. The election of the Corporation's Board of Directors need not be written ballot.

8. The Corporation shall indemnify to the fullest extent permitted by Section 145 of the General Corporation Law of Delaware as amended from time to time each person that such Section grants the Corporation the power to indemnify.

9. No director shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director for any act or omission occurring subsequent to the date when this provision becomes effective, except that he may be liable (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of

law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit.

Dated: September 1, 1999:

  
\_\_\_\_\_  
Tovit Schultz  
Sole Incorporator

MAY-18-2001 15:47

CT CORPORATION

214 754 0922 P.23/28

**CERTIFICATE OF CHANGE OF REGISTERED AGENT  
AND  
REGISTERED OFFICE  
SCIS Food Services, Inc.**


**SCIS Food Services, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:**

The present registered agent of the corporation is Lexis Document Services Inc. and the present registered office of the corporation is in the county of Kent.

The Board of Directors of SCIS Food Services, Inc. adopted the following resolution on the 9<sup>th</sup> day of May, 2001.

Resolved, that the registered office of SCIS Food Services, Inc. in the state of Delaware be and it hereby is changed to Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, and the authorization of the present registered agent of this corporation be and the same is hereby withdrawn, and THE CORPORATION TRUST COMPANY, shall be and is hereby constituted and appointed the registered agent of this corporation at the address of its registered office.

IN WITNESS WHEREOF, SCIS Food Services, Inc. has caused this statement to be signed by Jamie Raffesqeth, its Asst. Secy, this 9<sup>th</sup> day of May, 2001.

  
Asst. Sec. (Title)

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 05:00 PM 05/10/2001  
010226504 - 3091852

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 01:30 PM 03/05/2002  
020147773 - 3091852

**CERTIFICATE OF AMENDMENT**

**OF**

**CERTIFICATE OF INCORPORATION**

SCIS FOOD SERVICES, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of SCIS FOOD SERVICES, INC., by the unanimous written consent of its members, filed with the minutes of the board, duly adopted resolutions, setting forth a proposed amendment to the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** that the Certificate of Incorporation of the Corporation be amended by changing the Article First thereof so that, as amended said Article shall be and read as follows:

**"The name of the corporation is Chef Solutions Inc."**

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, the holders of all of the shares of SCIS FOOD SERVICES, INC. consented to the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That this Certificate of Amendment of the Certificate of Incorporation shall be effective upon filing.

**IN WITNESS WHEREOF,** said SCIS FOOD SERVICES, INC. has caused this certificate to be executed this 5th day of March, 2002.

SCIS FOOD SERVICES, INC.

By: Michael E. Bruce  
Title: President & CEO