

11-24-2003

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



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

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

1. Name of conveying party(ies):

VSA, Inc.

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 07/31/1998

2. Name and address of receiving party(ies)

Name: Multifoods Distribution Group, Inc.

Internal

Address:

Street Address: 200 East Lake Street

City: Wayzata State: MN Zip: 55391

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Colorado 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 No.(s) 1,321,074,

1,313,672, 1,206,807

Additional number(s) attached Yes No

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

Name: Steve Rosenblatt

Internal Address:

Street Address: 317 West Redman Avenue

City: Haddonfield State: NJ Zip: 08033

6. Total number of applications and registrations involved:

3

7. Total fee (37 CFR 3.41) \$ 120.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

9. Signature.

40.00 OP 50.00 OP

Gary R. Maze Name of Person Signing

Signature

11-17-03

Date

Total number of pages including cover sheet, attachments, and document: 6

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

CHECK Refund Total: \$30.00

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OFFICE OF PROSECUTORS FINANCE SECTION 201 NOV 20 11 21

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STATE OF COLORADO

DEPARTMENT OF STATE CERTIFICATE

I, VICTORIA BUCKLEY, SECRETARY OF STATE OF THE STATE OF
COLORADO HEREBY CERTIFY THAT

ACCORDING TO THE RECORDS OF THIS OFFICE

MULTIFOODS DISTRIBUTION GROUP, INC.
(COLORADO CORPORATION)

FILE # 19871247241 WAS FILED IN THIS OFFICE ON September 14, 1972
AND HAS COMPLIED WITH THE APPLICABLE PROVISIONS OF THE
LAWS OF THE STATE OF COLORADO AND ON THIS DATE IS IN GOOD
STANDING AND AUTHORIZED AND COMPETENT TO TRANSACT BUSINESS
OR TO CONDUCT ITS AFFAIRS WITHIN THIS STATE.

Dated: July 30, 1998

Victoria Buckley

SECRETARY OF STATE

MERGER _____ CONSOLIDATION _____

CANCELLATION OF LIMITED PARTNERSHIP DUE TO MERGER _____

DOMESTIC _____ FOREIGN _____ PROFIT _____ NONPROFIT _____

MERGER#19981139271

MULTIFOODS SPECIALTY DISTRIBUTION, INC. FPC19941087684
(DELAWARE CORPORATION)

INTO

VSA, INC. DPC19871247241
(COLORADO CORPORATION)

THE SURVIVOR

CHANGING ITS NAME TO MULTIFOODS DISTRIBUTION GROUP, INC.

CHANGE OF NAME

*File
1994 1087684*

*Dec
1987 1247241*

ARTICLES OF MERGER
OF
MULTIFOODS SPECIALTY DISTRIBUTION, INC.,
A DELAWARE CORPORATION,
INTO
VSA, INC.,
A COLORADO CORPORATION

19981139271 0
\$ 100.00
SECRETARY OF STATE
07-30-1998 16:22:35

These Articles are made in accordance with Title 7, Article 111 of the Colorado Revised Statutes.

- 1. The Plan of Merger is as follows:

ARTICLE I

MERGER; SURVIVING CORPORATION

A. Merger. In accordance with the provisions of this Agreement and Plan of Merger, Multifoods Specialty Distribution, Inc. ("MSD") shall be merged with and into VSA, Inc. ("VSA").

B. Surviving Corporation. VSA shall be the surviving corporation of the merger (VSA being herein sometimes referred to as the "Surviving Corporation").

ARTICLE II

TERMS OF THE MERGER

A. Effective Time. The Merger shall become effective at 12:00 p.m. on July 31, 1998 (the "Effective Time").

B. Articles of Incorporation. The Articles of Incorporation of VSA are amended as follows:

"ARTICLE I

The name of this corporation shall be Multifoods Distribution Group, Inc. ✓

From and after the effective date of the merger and until further amended as provided by law, the Articles of Incorporation of VSA, as hereby amended, separate and

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apart from this Agreement of Merger, may be separately certified as the Articles of Incorporation, as amended, of the Surviving Corporation.

B. By-Laws. The By-Laws of VSA shall continue to be the By-Laws of the Surviving Corporation until further amended or supplemented in accordance with the Colorado Business Corporation Act.

ARTICLE III

EFFECT OF MERGER ON CAPITAL STOCK OF THE CONSTITUENT CORPORATIONS

At the Effective Time, and without further action on the part of the holder thereof, (a) each share of capital stock of MSD which is then issued and outstanding shall be canceled and no payment shall be made with respect thereto and (b) the shares of the capital stock of VSA which are then issued and outstanding shall constitute the only issued and outstanding shares of capital stock of the Surviving Corporation.

ARTICLE IV

AMENDMENT OR TERMINATION OF MERGER

Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of either of the undersigned corporations at any time prior to the Effective Time.

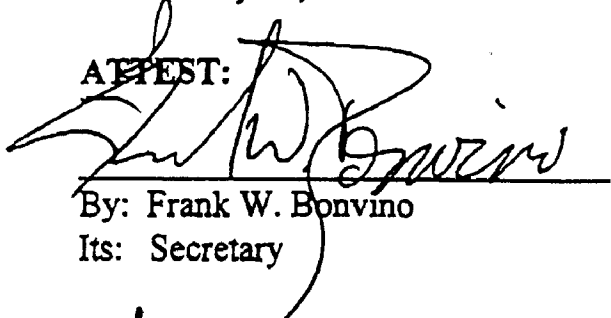
2. The address of the Surviving Corporation is Multifoods Distribution Group, Inc., c/o International Multifoods Corporation, 200 East Lake Street, Wayzata, Minnesota 55391, Attention: Law Department

3. The number of shareholder votes required to approve the merger plan were cast by the shareholders of each corporation involved in this merger.

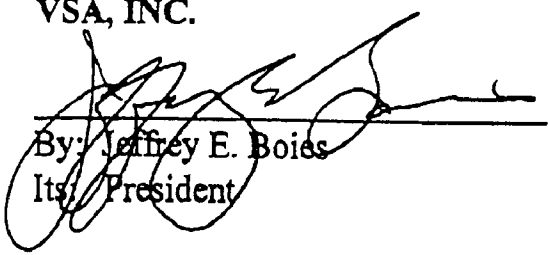
4. The effective date of the Merger is July 31, 1998.

Dated: July 28, 1998

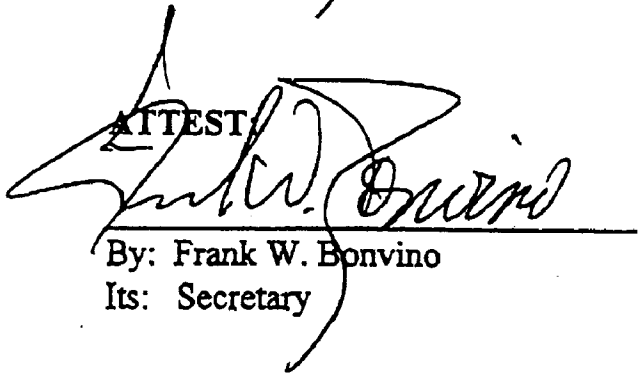
ATTEST:


By: Frank W. Bonvino
Its: Secretary

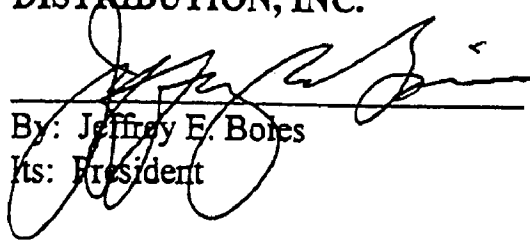
VSA, INC.


By: Jeffrey E. Boies
Its: President

ATTEST:


By: Frank W. Bonvino
Its: Secretary

MULTIFOODS SPECIALTY
DISTRIBUTION, INC.


By: Jeffrey E. Boies
Its: President

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