

FORM PTO-1594 (modified)

(Rev 03/01)

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U.S. DEPARTMENT OF COMMERCE

U.S. Patent and Trademark Office

11/28/03

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To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof.

1. Name of conveying party(ies):

Pel-Freez Rabbit Meat, Inc.

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

Additional conveying party(ies) **NO**

3. Nature of conveyance:

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

Execution Date: **January 18, 2002**

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

Freemont International, Inc.
10859 Emerald Coast Parkway West, #4-427
Destin, Florida 32541

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

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OPR/FINANCE

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,265,394, 1,965,168

Additional number(s) attached Yes No

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

Name: **Mark A. Kassel**
Internal Address: **FOLEY & LARDNER**
Street Address: **150 East Gilman Street**
P. O. Box 1497
City: **Madison** State: **Wisconsin** Zip: **53701-1497**

6. Total number of applications and registrations involved: **2**

7. Total fee (37 C.F.R. § 3.41): **\$65.00**

- Enclosed
- Authorized to be charged to deposit account (deficiency only)

8. Deposit account number: **50-2350**

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DO NOT USE THIS SPACE

01 FC:0521 40.00 DP
02 FC:0522 25.00 DP

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 A. Kassel

November 25, 2003

Name of person signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: **8**

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Fremont International, Inc.	Florida

2002 JAN 18 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Pel-Freez Rabbit Meat, Inc.	Arkansas

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR Not Applicable / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____

The Plan of Merger was adopted by the board of directors of the surviving corporation on January 17, 2002 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 17, 2002

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Fremont International, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Pel-Freez Rabbit Meat, Inc.

Arkansas

Third: The terms and conditions of the merger are as follows:

See Appendix A

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Appendix B

(Attach additional sheets if necessary)

TRADEMARK

REEL: 002871 FRAME: 0481

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

OR

Restated articles are attached:

Not applicable

Other provisions relating to the merger are as follows:

See Appendix A and B

Appendix A

Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be FREMONT INTERNATIONAL, INC.

Certificate of Incorporation. The Certificate of Incorporation of Fremont International, Inc. as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended as above.

By-Laws. The By-Laws of Pel-Freez Rabbit Meat, Inc., as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided herein, with the By-Laws of Fremont International, Inc.

Appendix B

Pel-Freez Rabbit Meat, Inc. Common Stock. Each one share of Pel-Freez Rabbit Meat, Inc. ("Pel-Freez") Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof be converted, at the Effective Date, into one fully paid share of Common Stock of Fremont International, Inc., and outstanding certificates representing shares of Pel-Freez Common Stock shall thereafter represent shares of Fremont International, Inc. Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation, Fremont International, Inc.

Fremont International, Inc. Held by David W. Dubbell, as Trustee. All issued and outstanding shares of Fremont International, Inc. Common Stock held by David W. Dubbell, as Trustee of The David Wilson Dubbell Family Trust, immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on January 18, 2002, as shown by the records of this office.

The document number of the surviving corporation is P02000005972.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-fourth day of September, 2003



CR2EO22 (2-03)

Glenda E. Hood

Glenda E. Hood
Secretary of State