

Form PTO-1594
(Rev. 10/02)
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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):
KFP International, Ltd.
1-26-04
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other _____

2. Name and address of receiving party(ies)
Name: Royal Wine Corporation
Internal _____
Address: _____
Street Address: 63 North Hook Road
City: Bayonne State: NJ Zip: 07002

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

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

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

Execution Date: December 19, 2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) 76/518687;
76/522837; 76/518688; 76/315233

B. Trademark Registration No.(s) 2,783,023;
2,277,982; 2,250,538; 1,990,795;
1,587,297; 1,587,297

Additional number(s) attached Yes No

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

Name: Paulette R. Carey
Internal Address: Buchman & O'Brien, LLP
510 Thornall St., Suite 200

Street Address: 510 Thornall St., Ste. 200

City: Edison State: NJ Zip: 08837

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 265

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

OPR/FINANCE
JAN 26 AM 10:58

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9. Signature.
Paulette R. Carey
Name of Person Signing

Paulette R. Carey
Signature

1/22/04
Date

Total number of pages including cover sheet, attachments, and document: 3

01/28/2004 MGETACHE 00000138 76518687

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

01 FC:8521
02 FC:8522

40.00 DP
225.00 DP

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:16 PM 12/23/2003
FILED 05:16 PM 12/22/2003
SRV 030832613 - 2273551 FILE

CERTIFICATE OF MERGER
OF
KFP INTERNATIONAL, LTD.
INTO
ROYAL WINE CORPORATION

Pursuant to Section 252 (c) of the Delaware General Corporation Law

The undersigned, being the surviving corporation, hereby sets forth as follows:

FIRST: The name of the surviving corporation is **ROYAL WINE CORPORATION**; its state of incorporation is New York.

SECOND: The name of the non-surviving corporation is **KFP INTERNATIONAL, LTD.**; its state of incorporation is Delaware.

THIRD: An Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each constituent corporation in accordance with Section 252 of the State of Delaware General Corporation Law.

FOURTH: The Certificate of Incorporation of **ROYAL WINE CORPORATION** shall be the Certificate of Incorporation of the surviving corporation.

FIFTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation; the address of said principal place of business is c/o **KFP INTERNATIONAL, LTD.**, 63 North Hook Road, Bayonne, New Jersey 07002.

SIXTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: The surviving corporation agrees that it may be served process in this state in any proceeding for enforcement of any obligation of any constituent corporation of this State, as well as for the enforcement of any obligation of the surviving or resulting corporation arising from the merger or consolidation, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law; the surviving corporation irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings and shall be the address to which the Secretary of State shall mail a copy of such process is c/o KFP INTERNATIONAL, LTD., 63 North Hook Road, Bayonne, New Jersey 07002.

IN WITNESS WHEREOF, this certificate is hereby executed this nineteenth day of December, 2003.

ROYAL WINE CORPORATION

S/DAVID HERZOG

 David Herzog, President