

1/29/04

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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02-12-2004



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

To the Honorable Commissioner

102668094

ed original documents or copy thereof.

1. Name of conveying party(ies):

Wise Foods Investments, Inc.

- 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: Wise Foods Investments, Inc.

Internal Address: _____

Street Address: 15 Ash Street

City: Spartanburg State: S.C. Zip: 29303

Individual(s) citizenship _____

Association _____

General Partnership _____

Limited Partnership _____

Corporation-State South Carolina

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: February 7, 2003

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

A. Trademark Application No.(s)

78/922,228

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Linda Davis

Internal Address: Benesch Friedlander
Coplan & Aronoff, LLP

Street Address: 88 East Broad Street
9th Floor

City: Columbus State: Ohio Zip: 43215

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:

23-2653

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

James B. Farmer
Name of Person Signing

James B. Farmer
Signature

January 27, 2004
Date

Total number of pages including cover sheet, attachments, and document: 9

02/11/2004 HBETACHE 00000069 232653 7892228
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Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231



VIA OVERNIGHT MAIL

01-29-2004

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FEB 07 2003

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

FILED

FEB 07 2003

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

ARTICLES OF MERGER
OR SHARE EXCHANGE

Mark Hammond
SECRETARY OF STATE 4

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-11-105 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following information:

1. The name of the surviving corporation is Wise Foods Investments, Inc.
2. Attached hereto and made a part hereof is a copy of the Plan of Merger or Share Exchange (see Sections 33-11-101 (merger) 33-11-102 (share exchange), 33-11-104 (merger of subsidiary into parent) 33-11-107 (merger or share exchange with a foreign corporation), and 33-11-108 (merger of a parent corporation into one of its subsidiaries) of the 1976 South Carolina Code of Laws, as amended).

3. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:

(a) Name of the corporation Wise Foods Investments, Inc.
Complete either (1) or (2), whichever is applicable:

- (1) Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104 (a), and 33-11-108(a) of the 1976 South Carolina Code of Laws, as amended).
- (2) The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares	
				For	or Against

*NOTE: Pursuant to Section 33-11-105(a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total umber of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

(b) Name of the corporation: Wise Foods Investments, Inc.
Complete either (1) or (2), whichever is applicable:

- (1) Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a), and 33-11-108 (a)).
- (2) The plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares	
				For	or Against

Wise Foods Investments, Inc.

Name of Corporation

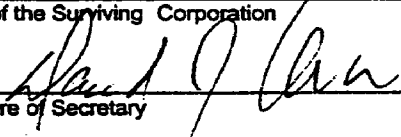
*NOTE: Pursuant to Section 33-11-105 (a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

4. Unless a delayed date is specified, the effective date of this document shall be the date it is accepted for filing by the Secretary of State (See Section 33-1-230(b)of the 1976 South Carolina Code of Laws): _____

Date January 22, 2003

Wise Foods Investments, Inc.

Name of the Surviving Corporation


Signature of Secretary

David J. Ventura

Type or Print Name and Office

FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.

2. Filing fee (payable to the Secretary of State at the time of filing of this document)

Filing Fee	\$ 10.00
Filing Tax	\$100.00
Total.....	\$110.00

3. TWO COPIES OF THE PLAN OF MERGER OR SHARE EXCHANGE MUST BE FILED WITH THIS FORM AS AN ATTACHMENT.

Return to: Secretary of State
PO Box 11350
Columbia SC 29211

AGREEMENT OF MERGER

Between

Wise Foods Investments, Inc. (a Delaware Corporation)

and

Wise Foods Investments, Inc. (a South Carolina Corporation)

This Plan and Agreement of Merger is made and entered into on the 22nd day of January, 2003, by and between Wise Foods Investments, Inc., a Delaware Corporation (the "Delaware Corporation"), and Wise Foods Investments, Inc., a South Carolina Corporation (the "South Carolina Corporation").

WITNESSETH:

WHEREAS, the Delaware Corporation is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on October 27, 1995; and

WHEREAS, South Carolina Corporation is a corporation organized and existing under the laws of the State of South Carolina; and

WHEREAS, the aggregate number of shares which the Delaware Corporation has authority to issue is 100; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that the Delaware Corporation be merged into the South Carolina Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and South Carolina, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Delaware Corporation and the South Carolina Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The South Carolina Corporation and the Delaware Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of South Carolina and of the State of Delaware, by the Delaware Corporation merging into the South Carolina Corporation, which shall be the surviving Corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of South Carolina and of the State of Delaware (the time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER"):

1. The two Constituent Corporations shall be a single corporation, which shall be the South Carolina Corporation as the Surviving Corporation, and the separate existence of the Delaware Corporation shall cease except to the extent provided by the laws of the State of Delaware in the case of a corporation after its merger into another corporation.

ARTICLE III

The Certificate of Incorporation of the South Carolina Corporation shall not be amended in any respect by reason of this Agreement of Merger.

ARTICLE IV

The manner of converting the outstanding shares of each of the Constituent Corporations shall be on a one to one basis.

ARTICLE V

The surviving corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 15 Ash Street, Spartanburg, South Carolina 29303


IN WITNESS WHEREOF, the South Carolina Corporation and the Delaware Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Plan and Agreement of Merger to be executed by an authorized officer of each party thereto.

Wise Foods Investments, Inc., a Delaware Corporation

BY: *William F. Smith*
Authorized Officer

Name: William F. Smith
Print or Type

Title: Chief Executive Officer

BY: 

Authorized Officer

Name: T. E. Van Antwerp

Print or Type

Title: CFO

I, David J. Ventura, Secretary of Wise Foods Investments, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Wise Foods Investments, Inc., a corporation of the State of Delaware was duly submitted to the stockholders of said Wise Foods Investments, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that one hundred (100) shares of stock of said corporation were on said date issued and outstanding and that the holder of one hundred (100) shares voted by ballot in favor of said Agreement of Merger, the said affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Wise Foods Investments, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Wise Foods Investments, Inc. on this 22nd day of January, 2003.

By: 

Name: David J. Ventura

Title: Secretary

I, David J. Ventura, Secretary of Wise Foods Investments, Inc., a corporation organized and existing under the laws of the State of South Carolina, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Wise Foods Investments, Inc., a corporation of the State of South Carolina was duly submitted to the stockholders of said Wise Foods Investments, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that one hundred (100) shares of stock of said corporation were on said date issued and outstanding and that the holder of one hundred (100) shares voted by ballot in favor of said Agreement of Merger, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Wise Foods Investments, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Wise Foods Investments, Inc. on this 22nd day of January, 2003.

By: 

Name: David J. Ventura

Title: Secretary