

Form PTO-1594 (Rev. 06/04)
OMB Collection 0851-0027 (exp. 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

Morningstar Foods, Inc.

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

Citizenship (see guidelines) _____

Effective Execution Date(s) March 30, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Dean National Brand Group, Inc.

Internal Address: Suite 1200

Street Address: 2515 McKinney Avenue

City: Dallas

State: Texas

Country: United States Zip: 75201

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 2,328,386

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Bridget G. Johnson

Internal Address: Dean Foods Company

Street Address: 2515 McKinney Avenue

City: Dallas

State: Texas Zip: 75201

Phone Number: 214-303-3411

Fax Number: 214-721-1275

Email Address: tms@deanfoods.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 500785
Authorized User Name Jackie Gwinn

9. Signature:

Signature

August 12, 2004

Date

Jackie Gwinn

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 500785 2328386

Delaware

PAGE 1

The First State

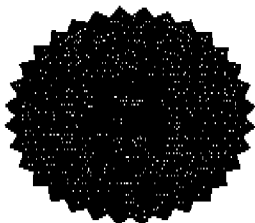
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DEAN NATIONAL BRAND GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "MORNINGSTAR FOODS INC." UNDER THE NAME OF "DEAN NATIONAL BRAND GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF MARCH, A.D. 2004, AT 1:01 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2154694 8100M

040232591



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3022343

DATE: 03-30-04

TRADEMARK
REEL: 002923 FRAME: 0428

FROM CORPORATION TRUST WILM. TEAM #2

(TUE) 3.30' 04 13:02/ST. 12:59/NO. 4863796738 P 2

State of Delaware
 Secretary of State
 Division of Corporations
 Delivered 01:01 PM 03/30/2004
 FILED 01:01 PM 03/30/2004
 SRV 040232591 - 2154694 FILE

CERTIFICATE OF MERGER

MERGING

DEAN NATIONAL BRAND GROUP, INC.
 (a Delaware corporation)

INTO

MORNINGSTAR FOODS INC.
 (a Delaware corporation)

Pursuant to Title 8, Section 251 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger.

FIRST: The names of the merging corporations are Dean National Brand Group, Inc., a corporation organized on March 17, 2000, and Morningstar Foods Inc., a Delaware corporation organized on March 14, 1988.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the constituent corporations in accordance with Section 251.

THIRD: The name of the surviving corporation is Morningstar Foods Inc.

FOURTH: The certificate of incorporation of the surviving corporation is to be amended and changed by reason of the merger herein certified by striking out Article I, thereof, relating to the name of said surviving corporation, and by substituting in lieu thereof the following article:

"ARTICLE I

The name of the Corporation is Dean National Brand Group, Inc. (the "Corporation")."

FIFTH: The executed Agreement of Merger is on file at 2515 McKinney Avenue, Suite 1200, Dallas, Texas 75201, the place of business of the surviving corporation.

SIXTH: The surviving corporation on request, without cost, will furnish a copy of the Agreement of Merger to any stockholder of any constituent corporation.

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FROM CORPORATION TRUST WILM TEAM #2 (TUE) 3. 30' 04 13:02/ST. 12:59/NO. 4863796738 P 3

IN WITNESS WHEREOF said Morningstar Foods Inc. has caused this Certificate to be signed by Lisa N. Tyson, its Vice President and Assistant Secretary, this 30th day of March 2004.

MORNINGSTAR FOODS INC.

By 
Lisa N. Tyson
Vice President and Assistant Secretary

MDFP Corporate Secretary Consent, Resolution & Organizational Certificate for the Registration of Shares of Common Stock of Morningstar Foods Inc.