

04-01-2004
102709673

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

1. Name of conveying party(ies):

Kinnett Dairies, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: December 31, 1998

2. Name and address of receiving party(ies)

Name: New Atlanta Dairies, Inc.

Internal Address: 777 Memorial Drive

Street Address:

City: Atlanta State: GA Zip: 30316

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Georgia
- 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) 2,139,163;
2,197,890; 2,199,767; 2,224,289

Additional number(s) attached Yes No

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

Name: Krista Vink Venegas

Internal Address:

McDermott, Will & Emery LLP

Street Address: 2049 Century Park East

Suite 3400

City: Los Angeles State: CA Zip: 90067

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501946

DO NOT USE THIS SPACE

9. Signature.

KRISTA VINK VENEGAS

Name of Person Signing

Krista Vink Venegas
Signature

MARCH 26, 2004

Date

Total number of pages including cover sheet, attachments, and document: 14

03/31/2004 6TOM11 00000045 501946 2139163

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

01 FC:8521 40.00 DA
02 FC:8522 75.00 DA

COPY

**Secretary of State
Corporations Division
Suite 315, West Tower
2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530**

DOCKET NUMBER : 983500644
CONTROL NUMBER: 9302476
EFFECTIVE DATE: 12/31/1998
REFERENCE : 0045
PRINT DATE : 12/16/1998
FORM NUMBER : 411

CSC
HEATHER KLINZING
100 PEACHTREE ST.
ATLANTA, GA 30303

CERTIFICATE OF MERGER

I, Lewis A. Massey, the Secretary of State of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of the date shown above. Attached is a true and correct copy of the said filing.

Surviving Entity:
NEW ATLANTA DAIRIES, INC.
a Georgia corporation

Nonsurviving Entity/Entities:
KINNETT DAIRIES, INC.
a Georgia corporation



Lewis A. Massey

Lewis A. Massey

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ARTICLES OF MERGER
OF
KINNETT DAIRIES, INC.
AND
NEW ATLANTA DAIRIES, INC.

To the Secretary of State
State of Georgia

Pursuant to the provisions of the Georgia Business Corporation Code, the domestic corporations named herein do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Kinnett Dairies, Inc., (hereinafter referred to as "Kinnett Dairies") with and into New Atlanta Dairies, Inc. (hereinafter referred to as "New Atlanta Dairies"), as adopted at a meeting by the Board of Directors of Kinnett Dairies on September 30, 1998, and adopted at a meeting by the Board of Directors of New Atlanta Dairies on September 30, 1998.

2. The merger was duly approved by the shareholders of Kinnett Dairies and New Atlanta Dairies, respectively.

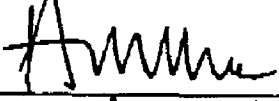
3. New Atlanta Dairies will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Georgia Business Corporation Code.

4. This Article constitutes an undertaking by the surviving corporation that the request for the publication of a notice of filing these Articles of Merger and payment therefor will be made as required by subsection (b) of Section 14-2-1105.1 of the Georgia Business Corporation Code.

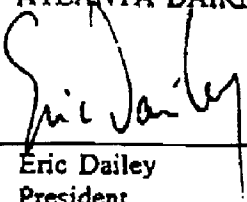
5. The merger provided for herein shall take effect at 11:59 p.m. on December 31, 1998.

Executed on October 30, 1998.

KINNETT DAIRIES, INC.

By: 
Name: ALNASHIR LAAHA
Title: Secretary

NEW ATLANTA DAIRIES, INC.

By: 
Eric Dailey
President

SECRETARY OF STATE
DEC 16 11 07 AM '98
D. S. ...

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PLAN OF MERGER

PLAN OF MERGER adopted by Kinnett Dairies, Inc., a corporation for profit organized under the laws of the State of Georgia by resolution of its Board of Directors on September 30, 1998, and adopted on October 1, 1998, by New Atlanta Dairies, Inc., a corporation for profit organized under the laws of the State of Georgia, by resolution of its Board of Directors on September 30, 1998. Both constituent corporations are wholly-owned subsidiaries of Parmalat USA Corp., a New York corporation, with its principal office in New Jersey. Both constituent corporations desire that Kinnett Dairies, Inc. shall merge with and into New Atlanta Dairies, Inc. as hereinafter provided.

1. Kinnett Dairies, Inc. and New Atlanta Dairies, Inc. shall, pursuant to the provisions of the Georgia Business Corporation Code, be merged with and into a single corporation, to wit, New Atlanta Dairies, Inc. which shall be the surviving corporation when the merger takes effect and which is hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Georgia Business Corporation Code. The separate existence of Kinnett Dairies, Inc. which is hereinafter referred to as the "Non-Surviving Corporation", shall cease when the merger takes effect in accordance with the provisions of the Georgia Business Corporation Code.

2. The Articles of Incorporation of the Surviving Corporation upon the effective date of the merger shall be the Articles of Incorporation of said Surviving Corporation, and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Georgia Business Corporation Code.

3. The present bylaws of the Surviving Corporation will be the bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided, and in the manner prescribed by the provisions of the Georgia Business Corporation Code.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation thereafter, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

5. Every ten (10) issued shares of the Non-Surviving Corporation shall, upon the effective date of the merger, be converted into one share of the Surviving Corporation. Fractional shares shall be rounded upwards to the nearest whole number

of shares. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation. This exchange shall be treated as a merger under Sec. 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of the Non-Surviving Corporation and to the sole shareholder of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporation and by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Georgia Business Corporation Code, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Georgia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. In such case, the Board of Directors and the proper officers of the Non-Surviving Corporation and the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date and time of the merger in the State of Georgia shall be on December 31, 1998 at 11:59 p.m.

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AGREEMENT AND PLAN OF MERGER

OF

CLINTON MILK COMPANY

FAIRDALE MILK CO., INC.

MILK PRODUCTS, INC.

NEW ATLANTA DAIRIES, INC.

PARMALAT WELSH FARMS, INC.

PARMALAT WHITE KNIGHT PACKAGING CORP.

SUNNYDALE FARMS, INC.

INTO

FARMLAND DAIRIES

DATED: December 17, 1999

THIS AGREEMENT AND PLAN OF MERGER ("AGREEMENT") is entered into as of December 17, 1999 by and among CLINTON MILK COMPANY ("Clinton"), FAIRDALE MILK CO., INC. ("FAIRDALE"), MILK PRODUCTS, INC. ("MPT"), NEW ATLANTA DAIRIES, INC. ("Atlanta"), PARMALAT WELSH FARMS, INC. ("Welsh"), PARMALAT WHITE KNIGHT PACKAGING CORP. ("White Knight"), and SUNNYDALE FARMS, INC. ("Sunnydale"), (collectively the "Merging Corporations"), and FARMLAND DAIRIES (the "Surviving Corporation"), which corporations are hereinafter sometimes referred to jointly as the "Constituent Corporations" or singly as a "Constituent Corporation."

**ARTICLE I
RECITALS**

Section 1.1. Organization of the Parties. Clinton is a corporation duly organized and existing under the laws of the State of New Jersey. Fairdale is a corporation duly

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organized and existing under the laws of the State of Pennsylvania. *MPI* is a corporation duly organized and existing under the laws of the State of Alabama. *Atlanta* is a corporation duly organized and existing under the laws of the State of Georgia. *Welsh* is a corporation duly organized and existing under the laws of the State of Delaware. *White Knight* is a corporation duly organized and existing under the laws of the State of Michigan. *Sunnydale* is a corporation duly organized and existing under the laws of the State of New York. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of New Jersey.

Section 1.2. Merging Corporations' Capital Stock.

Section 1.2.1 Clinton has authorized capital stock consisting of One Thousand (1,000) shares of common stock, without par value, of which Two Hundred and Seventy-Six (276) is now duly issued and outstanding.

Section 1.2.2 Fairdale has authorized capital stock consisting of One Hundred (100) shares of common stock, \$100 par value, of which One Hundred (100) is now duly issued and outstanding.

Section 1.2.3 MPI has authorized capital stock consisting of One Hundred Thousand (100,000) shares of common stock, \$.01 par value, of which One Hundred Thousand (100,000) is now duly issued and outstanding.

Section 1.2.4 Atlanta has authorized capital stock consisting of Ten Thousand (10,000) shares of common stock, without par value, of which Five Thousand Nine Hundred and Seventy-Four (5,974) is now duly issued and outstanding.

Section 1.2.5 Welsh has authorized capital stock consisting of One Thousand (1,000) shares of common stock, without par value, of which One Hundred (100) is now duly issued and outstanding.

Section 1.2.6 White Knight has authorized capital stock consisting of Ten Thousand (10,000) shares of common stock, without par value, of which Three Thousand One Hundred and Sixteen and 875/1000 (3,116.875) is now duly issued and outstanding.

Section 1.2.7 Sunnydale has authorized capital stock consisting of Five Million (5,000,000) shares of common stock, \$.02 par value, of which Four Million Four Hundred Ninety-Three Thousand One Hundred and Sixteen and 454/1000 (4,493,116.454) is now duly issued and outstanding.

Section 1.3. Surviving Corporation's Capital Stock The Surviving Corporation has authorized capital stock consisting of Two Thousand Five Hundred (2,500) shares of common stock, without par value, of which Two Hundred (200) shares is now duly issued and outstanding.

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Section 1.4. Authorized Capital. The authorized capital stock of the Surviving Corporation following the "Effective Date of the Merger" (as hereinafter defined) shall continue to be Two Thousand Five Hundred (2,500) shares of Common Stock, without par value per share, unless and until the same shall be changed in accordance with the laws of the State of New Jersey.

Section 1.5. Desire to Merge. The Merging Corporations and the Surviving Corporation desire to effect a merger of the Merging Corporations into the Surviving Corporation in the manner herein set forth, and the Board of Directors of the signatories hereto have duly adopted the resolutions, by unanimous written consent, approving this Agreement.

In consideration of the premises, and the mutual covenants and agreements herein contained, and for other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is hereby agreed by and between the parties hereto that the Merging Corporations shall be merged into the Surviving Corporation in accordance with the applicable provisions of the New Jersey Business Corporation Act, as amended (the "Act"), and upon the following terms and conditions:

ARTICLE 2

PARTIES TO PROPOSED MERGER

Section 2.1. The Merging Corporations. The names of the corporations proposing to merge into the Surviving Corporation are (i) Clinton Milk Company; (ii) Fairdale Milk Co., Inc.; (iii) Milk Products, Inc.; (iv) New Atlanta Dairies, Inc.; (v) Parmalat Welsh Farms, Inc.; (vi) Parmalat White Knight Packaging Corp.; and (vii) Sunnydale Farms, Inc.

Section 2.2. The Surviving Corporation. The name of the corporation into which the Merging Corporations propose to merge is Farmland Dairies.

ARTICLE 3

**TERMS AND CONDITIONS OF PROPOSED MERGER
AND MODE OF CARRYING IT INTO EFFECT**

Section 3.1. General. Upon the "Effective Date of the Merger": (a) the Merging Corporations shall merge into the Surviving Corporation, which shall survive the merger and continue to be a New Jersey corporation; (b) the shares of common stock of the Surviving Corporation outstanding upon the Effective Date of the Merger shall be and remain outstanding shares of the common stock of the Surviving Corporation in accordance with their terms; (c) the separate existence of the Merging Corporations shall

cease, as provided by the Act; and (d) the name of the Surviving Corporation shall be Farmland Dairies.

Section 3.2 Effective Date of the Merger. The "Effective Date of the Merger" with respect to the merger contemplated by this Agreement shall be as of December 3, 1999.

Section 3.3. Private Property of Shareholders. The private property of the shareholders of the Merging Corporations and of the Surviving Corporation shall not be subject to the payment of the corporate debts of either corporation to any extent whatsoever.

ARTICLE 4

MANNER AND BASIS OF CONVERTING SHARES OF CAPITAL STOCK OF THE MERGING CORPORATIONS INTO SHARES OF THE SURVIVING CORPORATION

Upon the Effective Date of the Merger, all issued and outstanding shares of capital stock of the Merging Corporations shall automatically and by operation of law be canceled and the certificate evidencing ownership of these shares shall be canceled and reissued in the Surviving Corporation's name, which shall be Farmland Dairies as set forth in Section 3.1(d) of this Agreement. The certificate evidencing ownership of the shares of capital stock of the Surviving Corporation shall remain issued and outstanding.

ARTICLE 5

ARTICLES OF INCORPORATION AND BY-LAWS OF THE SURVIVING CORPORATION

The Articles of Incorporation of the Merging Corporations on the Effective Date of the Merger shall become the Articles of Incorporation of the Surviving Corporation. Also, upon the Effective Date of the Merger, the By-laws of the Merging Corporations shall become the By-laws of the Surviving Corporation.

ARTICLE 6

DIRECTORS AND OFFICERS

The directors and officers of the Merging Corporations in office on the Effective Date of the Merger shall become the directors and officers of the Surviving Corporation, each to hold office until a successor shall have been elected and shall have been qualified or until the earlier of resignation or removal.

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ARTICLE 7

CORPORATE APPROVALS AND TERMINATION

Section 7.1. Corporate Approvals. The shareholders and Board of Directors of the Surviving Corporation have authorized and approved this Agreement and all transactions contemplated herein. The shareholders and Board of Directors of the Merging Corporations have authorized and approved this Agreement and all transactions contemplated herein.

Section 7.2 Termination. At any time prior to the Effective Date of the Merger, this Agreement may be terminated and abandoned by the Merging Corporations by appropriate resolution of its Board of Directors. In the event of such termination and abandonment, this Agreement shall become void and neither the Merging Corporations nor the Surviving Corporation or their respective shareholders, directors or officers may be held liable in respect to such termination or abandonment.

ARTICLE 8

MISCELLANEOUS

Section 8.1. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignment, assurance or other action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Merging Corporations or otherwise to carry out the purposes of this Agreement, the proper officers and directors of the Merging Corporations shall execute and make all such proper assignments or assurances and take such other actions. The proper officers and directors of the Surviving Corporation are hereby authorized in the name of the Merging Corporations, or otherwise, to take any and such action.

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EXECUTED as of the date first above written.

"MERGING CORPORATIONS"

CLINTON MILK COMPANY MILK PRODUCTS, INC.

By: 
Name: Aldo Uva
Title: Chief Executive Officer

ATTEST:

By: 
Gian Paolo Zini, Secretary


FAIRDALE MILK CO., INC.

By: 
Name: Aldo Uva
Title: President

ATTEST:

By: 
William Black, Secretary

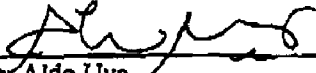
MILK PRODUCTS, INC.

By: 
Name: Aldo Uva
Title: President

ATTEST:

By: 
Gian Paolo Zini, Secretary

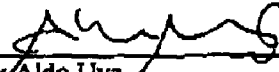
NEW ATLANTA DAIRIES, INC.

By: 
Name: Aldo Uva
Title: President

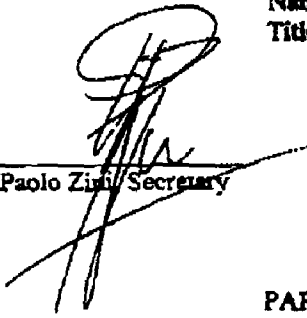
ATTEST:

By: 
Gian Paolo Zini, Secretary


PARMALAT WELSH FARMS, INC.

By: 
Name: Aldo Uva
Title: President

ATTEST:

By: 
Gian Paolo Zini, Secretary

PARMALAT WHITE KNIGHT
PACKAGING CORP.

By: 
Name: Aldo Uva
Title: President

ATTEST:

By: 
Gian Paolo Zini, Secretary

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SUNNYDALE FARMS, INC.

By: [Signature]
Name: Aldo Uva
Title: President

ATTEST:

By: [Signature]
Gian Paolo Zini Secretary

"SURVIVING CORPORATION"

FARMLAND DAIRIES

By: [Signature]
Name: Aldo Uva
Title: President

ATTEST:

By: [Signature]
Gian Paolo Zini Secretary

Dec 21 1 43 PM '99

SECRETARY OF STATE

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