

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
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| NATURE OF CONVEYANCE: | CHANGE OF NAME |
|-----------------------|----------------|

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|------------------------------|-------------------------|----------------|-----------------------|
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Emmi Gerber Cheese Co., Inc. | Gerber Cheese Co., Inc. | 04/07/2004 | CORPORATION: NEW YORK |

| | |
|----------------------|-------------------------|
| RECEIVING PARTY DATA | |
| Name: | Emmi (USA), Inc. |
| Street Address: | 704 Executive Boulevard |
| City: | Valley Cottage |
| State/Country: | NEW YORK |
| Postal Code: | 10989 |
| Entity Type: | CORPORATION: NEW YORK |

| PROPERTY NUMBERS Total: 10 | | |
|----------------------------|---------|--------------|
| Property Type | Number | Word Mark |
| Registration Number: | 2192855 | HAPPY CHEESE |
| Registration Number: | 1057132 | |
| Registration Number: | 0623166 | SWISS KNIGHT |
| Registration Number: | 0370501 | HUM |
| Registration Number: | 0323396 | SWISS MAID |
| Registration Number: | 0323398 | SWISS MAID |
| Registration Number: | 0333794 | SWISS KNIGHT |
| Registration Number: | 0325841 | |
| Registration Number: | 0251045 | |
| Registration Number: | 0113880 | GERBER BRAND |

| | |
|--|----------------------------|
| CORRESPONDENCE DATA | |
| Fax Number: | (212)688-2870 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | 212-753-7500 |
| Email: | dresnick@hartmancraven.com |

CH \$265.00 2192855

Correspondent Name: Debra I. Resnick
Address Line 1: 488 Madison Avenue
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 0237-601

NAME OF SUBMITTER: Debra I. Resnick

Total Attachments: 3
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State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on **April 14, 2004**



A handwritten signature in black ink, appearing to read "R. M. ...", is written over the printed title.

Secretary of State

DOS-200 (Rev. 03/02)

F 040409000 001

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
Emmi Gerber Cheese Co., Inc.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

Pursuant to the provisions of the Section 805 of the New York Business Corporation Law, the undersigned hereby certifies and sets forth as follows:

FIRST: The name of the corporation is

Emmi Gerber Cheese Co., Inc.

SECOND: The Certificate of Incorporation was filed by the Department of State on November 10, 1920 under the name of Gerber & Company, Incorporated.

THIRD: The Certificate of Incorporation is amended to change the name of the corporation. To effect this change, the first paragraph of the corporation shall read as follows:

The name of the corporation is **Emmi (USA) , Inc.**

The amendment to the Certificate of Incorporation was authorized by unanimous written consent of the Board of Directors followed by unanimous written consent of the of shareholders of all the outstanding shares entitled to vote thereon.

IN WITNESS WHEREOF, I hereunto sign my name and affirm that the statements made herein are true under penalties of perjury this 7th day of April, 2004.

s/Matthias Kunz
Matthias Kunz, President

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

2004 APR -9 AM 7: 54

FILED

Emmi Gerber Cheese Co., Inc.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW

**ACR-41
DRAWDOWN**

ICC
STATE OF NEW YORK
DEPARTMENT OF STATE

APR 09 2004

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TAX \$ _____
BY: jcc

Newy

jcc

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2004 APR -8 PM 4: 00

Filed by:
HARTMAN & CRAVEN LLP
488 MADISON AVENUE
NEW YORK, NY 10022

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