

07-06-2004

6/29/04 TRADE



102783631

To the Honorable Commissioner of Patents &

documents or copy thereof.

1. Name of conveying party(ies):

La Industrial Alimenticia S.A.

- Individual(s)
- General Partnership
- Corporation - Argentina
- Other
- 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

Dated: October 26, 2001

2. Name and address of receiving party(ies):

Arcor S.A.I.C.  
Maipu 1210, Piso 2 y 3  
(1006) Buenos Aires, Argentina

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - Argentina
- 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)  
2,144,928

Additional numbers attached?  Yes  No

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

Perla M. Kuhn, Esq.  
Hughes Hubbard & Reed LLP  
One Battery Park Plaza  
New York, New York 10004-1482  
(212) 837-6550  
kuhn@hugheshubbard.com

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$45.00

- Enclosed
  - Authorized to be charged to deposit account
8. Deposit Account No.: 08-3264

2004 JUN 29 AM 8:00  
OPR/FINANCE

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.

Name of Person Signing

Perla M. Kuhn

June 29, 2004  
Date

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

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services  
Director of the United States Patent and Trademark Office  
P.O. BOX 1450, Alexandria, VA 22313-1450

CERTIFICATE OF MAILING

Express Mail Certificate No.:

I hereby certify that this correspondence is being deposited with the United States Postal Service in an Express Mail envelope addressed to Mail Stop Assignment Recordation Services, Director of the United States Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450 on 6/29/04 (Date of Deposit).

Elaine S. Parker  
Name

Signature

June 29, 2004  
Date of Signature

07/02/2004 MBETACHE 00000054 2144928

01 FC:0521

40.00 OP

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Registrant : Arcor S.A.I.C.  
Registration No. : 2,144,928  
Dated : March 17, 1998  
Trademark : LIA and Design

POWER OF ATTORNEY

SIR:

In the matter of the above-identified Registration, Registrant hereby appoints PERLA M. KUHN, RONALD ABRAMSON, JAMES B. KOBAK, JR., JULIUS RABINOWITZ, EDWIN C. BULLOCK, PETER A. SULLIVAN, NATASHA N. REED, KRISTIN B. WHITING and ROBIN E. JACOBSON of the law offices of HUGHES HUBBARD & REED LLP, One Battery Park Plaza, New York, NY 10004-1482, its attorneys with power to transact all business in the Patent Office in connection therewith.-----


APPOINTMENT OF DOMESTIC REPRESENTATIVE

HUGHES HUBBARD & REED LLP, whose postal address is One Battery Park Plaza, New York, New York 10004-1482, United States of America, is hereby designated Registrant's representative upon whom notices of process in proceedings affecting the mark may be served.-----

ARCOR S.A.I.C.

By: X   
Name: JOSE ENRIQUE MARTIN  
Title: DIRECTOR

Dated: April, 20 2004.-

  
JULIAN DEL PARRA  
Escritor Publico  
Titular Registro T.M.  
CORONA CAPITAL

TRANSLATION.-----

[On the left corner of the page there appears a seal with the following expressions:]  
SECRETARIAT OF JUSTICE – Inspection Office of Artificial Persons –  
CORDOBA –Av. Illia 238 – 5000 – CORDOBA.-----

[On the right there appears an oval seal, with a signature on it, which part of it reads  
as follows:] Dr. Jorge [Illegible expression] – Notary Public – Registration No.  
3903.-----

[On the right of the seal mentioned there appears a round seal that reads:]  
REGISTRY [Illegible expression] COMMERCE – FOLIO 195 – Inspection Office  
of Artificial Persons.-----

-----Cordoba, May 23<sup>rd</sup> 2002.

WHEREAS File No 0007-031681/01 by which the corporation named “LA  
INDUSTRIAL ALIMENTICIA S.A.” which principal place of business is in the  
City of Cordoba, Province of Cordoba, requests the checking of the fulfillment of  
the legal and tax requirements and the filing in the Public Registry of Commerce of  
its dissolution with no liquidation by incorporation into “ARCOR SOCIEDAD  
ANONIMA, INDUSTRIAL Y COMERCIAL”, which principal place of business is  
in the city of Arroyito, Province of Cordoba.-----

AND CONSIDERING THAT:-----

1) By Special Meeting of Shareholders held on May 14<sup>th</sup> 2001 which adopted the  
previous merge commitment by take-over entered into on September 20<sup>th</sup> 2000 and  
final merge agreement dated on October 26<sup>th</sup> 2001, it was adopted that: The  
Dissolution with no Liquidation of “LA INDUSTRIAL ALIMENTICIA S.A.” by  
merge by take-over by ARCOR SOCIEDAD ANONIMA, INDUSTRIAL Y  
COMERCIAL.-----

2) Pursuant to what was informed by the Department of Corporations the  
corresponding legal and regulative requirements have been fulfilled.-----

So and pursuant to what is provided by Sections 94, Clause 7, 98 and 84 of Act  
19,550 and in Sections 3, 5, 7 and concordant of Act No 8,652,-----

THE DEPARTMENT OF INSPECTION OF ARTIFICIAL PERSONS DECIDES:

Section 1) TO DECLARE that "LA INDUSTRIAL ALIMENTICIA S.A.", in its dissolution with no liquidation by take-over into "ARCOR SOCIEDAD ANONIMA, INDUSTRIAL Y COMERCIAL" adopted by Special Meeting of Shareholders held on May 14<sup>th</sup> 2001, which adopted the previous commitment of merge by take-over held on September 20<sup>th</sup> 2000 and the final merge agreement dated on October 26<sup>th</sup> 2001, has fulfilled the legal and tax requirements demanded by Act 19,550.-----

[On the left margin there appears half a seal which part of it reads as follows:] OF JUSTICE – ARTIFICIAL PERSONS.-----

[Next Page]-----

[On the left corner of the page there appears a seal with the following expressions:] SECRETARIAT OF JUSTICE – Inspection Office of Artificial Persons – CORDOBA –Av. Illia 238 – 5000 – CORDOBA.-----

[On the right there appears an oval seal, with a signature on it, which part of it reads as follows:] Dr. Jorge N. LEDESMA – Notaty Public – Registration No. 3903.-----

[On the right of the seal mentioned there appears a round seal that reads:] REGISTRY [Illegible expression] COMMERCE – FOLIO 196 – Inspection Office of Artificial Persons.-----

Section 2) TO ORDER the annulment of the incorporation of the corporation in the Registry of Corporations and in the Public Registry of Commerce.-----

Section 3) TO ORDER the incorporation of the original instrument and of this Resolution in the Public Registry of Commerce - Protocol of Agreements and Dissolutions.-----

Section 4) REGISTRY this document formally, notify said document, issue a copy and file said document.-----

RULING No 264/02-B.-----

[On the left there appears a rectangle seal divided in four sections which, from top to bottom, read as follows:] 1) Dept. of Inspection of Artificial Persons. 2) There appears an illegible signature. [The rest of the sections appear in blank].-----

[In the center there appears an oval seal, with a quote of arms in its center, that

reads:] SECRETARIAT OF JUSTICE – INSPECTION OFFICE OF ARTIFICIAL  
PERSONS – CORDOBA.-----

[On the right there appears an illegible signature followed by a seal that reads:] Dra.  
Maria Marta Caceres de Bollati - Dept. of Inspection of Artificial Persons –  
Secretariat of Justice of the Province of Cordoba.-----

[In the center there appears a seal that reads:] PUBLIC REGISTRY OF  
COMMERCE – Incorporated in Protocol of Agreement and Dissolutions under  
REGISTRATION 397-A3 – CORDOBA, June 6<sup>th</sup> 2002.-----

[On the left there appears an oval seal, with a quote of arms in its center, that reads:]  
SECRETARIAT OF JUSTICE – INSPECTION OFFICE OF ARTIFICIAL  
PERSONS – CORDOBA.-----

[Just on the right there appears an illegible signature followed by a seal that reads:]  
BEATRIZ G. DE BARRIOS – PUBLIC REGISTRY OF COMMERCE.-----

[On the right there appears an illegible signature followed by a seal that reads:]  
Maria Marta Caceres de Bollati - Dept. of Inspection of Artificial Persons -  
Secretariat of Justice of the Province of Cordoba.-----

I hereby certify that this is a true translation into English from the photocopy of the  
original in Spanish which I had before me and all of which I attest.-----

Buenos Aires, March 18<sup>th</sup> 2004.-----

Córdoba, 23 de Mayo de 2002



**VISTO:** el Expte. N° 0007-031681/01 por el que la sociedad denominada "LA INDUSTRIAL ALIMENTICIA S.A.", con asiento en Ciudad de Córdoba, Poia de Córdoba, solicita la verificación del cumplimiento de los requisitos legales y fiscales y la inscripción en el Registro Público de Comercio de su Disolución sin liquidación por incorporación a "ARCOR SOCIEDAD ANONIMA, INDUSTRIAL Y COMERCIAL ", con asiento en Ciudad de Arroyito, Poia de Córdoba.

**Y CONSIDERANDO:**

1) Que por Asamblea Extraordinaria de fecha 14 de Mayo de 2001, que aprobó compromiso previo de fusión por Absorción celebrado con fecha 20 de Septiembre de 2000 y acuerdo definitivo de fusión de fecha 26 de Octubre de 2001, se aprobó: La Disolución sin Liquidación de LA INDUSTRIAL ALIMENTICIA S.A. por fusión por Absorción por parte de ARCOR SOCIEDAD ANONIMA, INDUSTRIAL Y COMERCIAL.

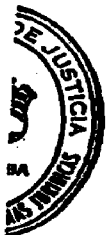
2) Que conforme lo informado por el Departamento Sociedades por Acciones, se han cumplido las exigencias legales y reglamentarias del caso.

Por ello y conforme lo dispuesto en los arts. 94 inc. 7°, 98 y 84 de la Ley 19.550 y en los arts. 3°, 5°, 7° y concordantes de la Ley N° 8.652,

**LA DIRECCIÓN DE INSPECCIÓN DE PERSONAS JURIDICAS**

**R E S U E L V E:**

Artículo 1°) **DECLARAR** que "LA INDUSTRIAL ALIMENTICIA S.A." en su disolución sin liquidación por incorporación a "ARCOR SOCIEDAD ANONIMA, INDUSTRIAL Y COMERCIAL ", aprobada por Asamblea Extraordinaria de fecha 14 de Mayo de 2001, que aprobó compromiso previo de fusión por Absorción celebrado con fecha 20 de Septiembre de 2000 y acuerdo definitivo de fusión de fecha 26 de Octubre de 2001, ha cumplido los requisitos legales y fiscales exigidos por la Ley 19.550.



G. de BARRIOS  
LICO DE COMERCIO



Artículo 2º) **ORDENAR** la Cancelación de la inscripción de la sociedad en el Registro de Sociedades por Acciones y en el Registro Público de Comercio.

Artículo 3º) **ORDENAR** la inscripción del instrumento original y de esta Resolución en el Registro Público de Comercio - Protocolo de Contratos y Disoluciones.

Artículo 4º) **PROTOCOLICÉSE**, notifíquese, dese copia y archívese.-

RESOLUCION N°: 264/02-B-

Dir. Insp. Pers. Jur.
9



*Maria Maria Cáceres de Bollati*

Dra. MARIA MARIA CACERES de BOLLATI  
Directora de Inspección de Personas Jurídicas  
Secretaría de Justicia de la Pcia. de Cba.

REGISTRO PUBLICO DE COMERCIO  
INSCRIPCIÓN en el PROTOCOLO DE CONTRATO Y DISOLUCIONES  
bajo la MATRICULA 397-A  
CORDOBA, 6 DE JUNIO de 2002



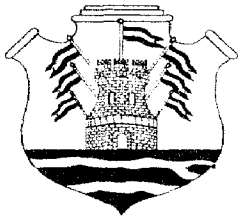
BEATRIZ G. BARRIOS  
REGISTRO PUBLICO DE COMERCIO

*Maria Maria Cáceres de Bollati*

Dra. MARIA MARIA CACERES de BOLLATI  
Directora de Inspección de Personas Jurídicas  
Secretaría de Justicia de la Pcia. de Cba.



BARRIOS  
COMERCIO



LEGALIZACION



\*010020 0000331919-T\*

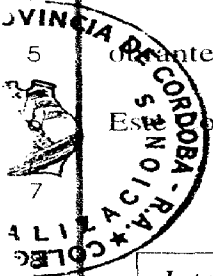


A 0000331919

1 EL COLEGIO DE ESCRIBANOS DE LA PROVINCIA DE CORDOBA (República  
2 Argentina) en ejercicio de las facultades conferidas por la legislación vigente, LEGALIZA  
3 la firma y el sello del Escribano don Liliana Olga Varone

4  
5 presentes en las fojas con la numeración notarial A000 183 1889 -  
6 Este Colegio no se responsabiliza del contenido y forma del documento precedente.

CORDOBA 20 ABR 2004



Intervino

GRACIELA GORRITI de MAISULS  
VOCAL SUPLENTE  
HONORABLE CONSEJO DIRECTIVO

