

09-07-2004

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings

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



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

1. Name of conveying party(ies):

PF, Inc.

- Individual(s)
- General Partnership
- Corporation-State: WA
- 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

Execution Date: Effective as of 1/1/2004

2. Name and address of receiving party(ies)

Name: GB Seasonings, Inc.

Internal Address: _____

Street Address: 21612 - 88th Avenue South

City: Kent State: WA Zip: 98031

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

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be 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)
1,862,963 and 1,432,114

Additional number(s) attached Yes No

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

Name: William R. Coole

Internal Address: Legal Department

Kerry Inc.

Street Address: One Millington Road

City: Beloit State: WI Zip: 53511

6. Total number of applications and registration involved:.....

2

7. Total fee (37 CFR 3.41)\$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

502575

(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.

William R. Coole

Name of Person Signing

Signature

8/24/04

Date

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

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

09/03/2004 6TOM11 00000019 502575 1862963

01 FC:8521 40.00 DA

02 FC:8522 25.00 DA

TRADEMARK
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Delaware

PAGE 1

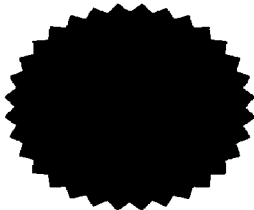
The First State

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:

"PF, INC.", A WASHINGTON CORPORATION,
WITH AND INTO "PACIFIC HOLDINGS, INC." UNDER THE NAME OF "PACIFIC HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2003, AT 11:19 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2004, AT 12:01 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3208172 8100M

030838115

AUTHENTICATION: 2840019

DATE: 12-29-03

TRADEMARK
REEL: 003044 FRAME: 0840

UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

PACIFIC HOLDINGS, INC.

DE Profit Corporation
UBI: 000-000-000
Filing Date: December 29, 2003

Merging Entities:

601-017-817 PF, INC.



Given under my hand and the Seal of the State
of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

ARTICLES OF MERGER

OF

PF, INC., a Washington Corporation

INTO

PACIFIC HOLDINGS, INC., a Delaware corporation

FILED
SECRETARY OF STATE
SAM REED

Dec 29, 2003

STATE OF WASHINGTON

To the Secretary of State
State of Washington

Pursuant to the provisions of the Washington Business Corporation Act governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the foreign parent business corporation hereinafter named does hereby submit the following articles of merger.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Washington, is PF, Inc. ("PF").

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is Pacific Holdings, Inc. ("Pacific").

3. The number of outstanding shares of PF is 3,005,000, of which 1,000,000 are of Class A Common, 5,000 are of Class B Common, and 2,000,000 are of Class A Preferred, and all of which are owned by Pacific.

4. The following is the plan and agreement of merger for merging PF into Pacific as approved by resolution of the Board of Directors of Pacific

"a. The officers of the Corporation are authorized and directed to execute and deliver Articles of Merger for filing with the Secretary of State of Washington and a Certificate of Merger for filing with the Secretary of State of Delaware (the "Merger Documents"), to be effective as of 12:01 a.m. Eastern Time on January 1, 2004 (the "Effective Time"). At the Effective Time PF shall merge with and into Pacific, with Pacific assuming all of the obligations of PF.

"b. The name of the surviving corporation (the "Surviving Corporation") shall be Pacific Holdings, Inc., and the Certificate of Incorporation and By-Laws of Pacific in effect on the effective date of the Merger shall be the Certificate of Incorporation and By-Laws of the Surviving Corporation and

Incorporation and By-Laws of the Surviving Corporation and shall remain unchanged.

"c. At the Effective Time the issued and outstanding capital stock of PF, all of which is owned by Pacific, shall, automatically by virtue of the Merger and without any further action on the part of Pacific, be canceled and shall cease to exist.

"d. Each share of the capital stock of Pacific issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding following the Merger.

"e. The officers of Pacific are authorized to execute, deliver and/or file such documents, contracts, certificates and other instruments, under the seal of the Corporation as they, or any of them, may deem necessary, advisable, convenient or appropriate to effectuate the merger and carry out the provisions of any and all documents, contracts, certificates and instruments executed and delivered on behalf of Pacific in connection with the merger."

5. Pacific, in its capacity as the holder of all of the outstanding shares of PF, waived the mailing of a copy of the Articles of Merger to Pacific, otherwise provided for under the provisions of Section 23B.11.040 of the Washington Business Corporation Act.

6. The laws of the jurisdiction of organization of Pacific permit a merger of a wholly-owned subsidiary business corporation of another jurisdiction into a parent business corporation of the jurisdiction of organization of the parent (Pacific); and the merger of PF into Pacific is in compliance with the laws of the jurisdiction of organization of Pacific (Delaware).

7. The effective time and date of the merger herein provided for in the State of Washington shall be 12:01 a.m. Eastern Time on Thursday, January 1, 2004.

Dated: December 29, 2003

PACIFIC HOLDINGS, INC.

By: William R. Coole

Name: William R. Coole

Title: Vice President and Secretary

Delaware

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The First State

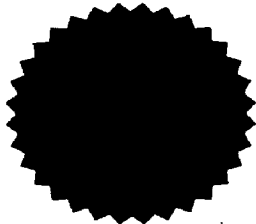
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PACIFIC HOLDINGS, INC.", A DELAWARE CORPORATION,

WITH AND INTO "GB SEASONINGS, INC." UNDER THE NAME OF "GB SEASONINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2003, AT 11:21 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2004, AT 12:02 O'CLOCK A.M.

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



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3208171 8100M

AUTHENTICATION: 2852259

030838130

DATE: 01-06-04

TRADEMARK
REEL: 003044 FRAME: 0845

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
DOMESTIC CORPORATIONS**

Pursuant to Title 8, Section 251(c) of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is GB SEASONINGS, INC.
a Delaware corporation _____, and the name of the corporation being merged into this surviving corporation is PACIFIC HOLDINGS, INC., a DE corporation _____.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is GB SEASONINGS, INC.
_____, a Delaware corporation _____.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The merger is to become effective on 12:02 a.m. Eastern Time on 1/1/2004.

SIXTH: The Agreement of Merger is on file at 100 E. Grand Ave., Beloit,
Wisconsin 53511 _____, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 29th day of December, A.D.,
2003

By: William R. Coole
Authorized Officer

Name: William R. Coole
Print or Type

Title: Vice President and Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:19 AM 12/29/2003
FILED 11:21 AM 12/29/2003
SRV 030838130 - 3208171 FILE

RECORDED: 09/02/2004

TRADEMARK
REEL: 003044 FRAME: 0846