

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/15/2003

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Melchers Flavors of America, Inc.		07/08/2003	CORPORATION: CALIFORNIA

**RECEIVING PARTY DATA**

Name:	Sensient Flavors Inc.
Street Address:	777 East Wisconsin Avenue
Internal Address:	11th Floor
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53202
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2244082	FLAVORFLAKES

**CORRESPONDENCE DATA**

Fax Number: (414)223-5000  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 414.273.2100  
 Email: splagemann@whdlaw.com  
 Correspondent Name: Whyte Hirschboeck Dudek S.C.  
 Address Line 1: 555 East Wells Street, Suite 1900  
 Address Line 2: Attn: Suzanne Plagemann  
 Address Line 4: Milwaukee, WISCONSIN 53202

NAME OF SUBMITTER:	Suzanne Plagemann
Signature:	/suzanneplagemann/

CH \$40.00 2244082

Date:

05/04/2005

**Total Attachments: 6**

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# Delaware

PAGE 1

*The First State*

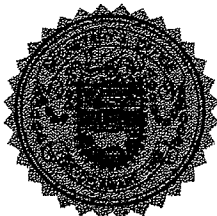
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"MELCHERS FLAVORS OF AMERICA, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "SENSIENT FLAVORS INC." UNDER THE NAME OF "SENSIENT FLAVORS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF JULY, A.D. 2003, AT 4:04 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE FIFTEENTH DAY OF JULY, A.D. 2003, AT 11:59 O'CLOCK P.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

0917108 8100M

AUTHENTICATION: 2524113

030457515

DATE: 07-11-03

TRADEMARK  
REEL: 003077 FRAME: 0805

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**MELCHERS FLAVORS OF AMERICA, INC.**

**(a California corporation)**

**Into**

**SENSIENT FLAVORS INC.**

**(a Delaware corporation)**

It is hereby certified that:

1. Sensient Flavors Inc. (hereinafter sometimes referred to as the "Corporation") is a business corporation of the State of Delaware.

2. The Corporation is the owner of all of the outstanding shares of stock Melchers Flavors of America, Inc. ("Melchers"), which is a business corporation of the State of California.

3. The laws of the jurisdiction of organization of California permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.

4. The Corporation hereby merges Melchers with and into the Corporation.

5. The following is a copy of the resolutions adopted on the 8th day of July, 2003 by the Board of Directors of the Corporation to merge Melchers with and into the Corporation:

**RESOLVED** that Melchers be merged into this Corporation, and that all of the estate, property, rights, privileges, powers, and franchises of Melchers be vested in and held and enjoyed by this Corporation as fully and entirely and without change or diminution as the same were before held and enjoyed by Melchers in its name.

**RESOLVED** that this Corporation shall assume all of the obligations of Melchers.

**RESOLVED** that this Corporation shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the

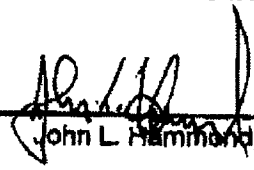
laws of the State of California, and by the laws of any other appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Melchers and of this Corporation and in any other appropriate jurisdiction.

**RESOLVED** that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be July 15, 2003 at 11:59 p.m., and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

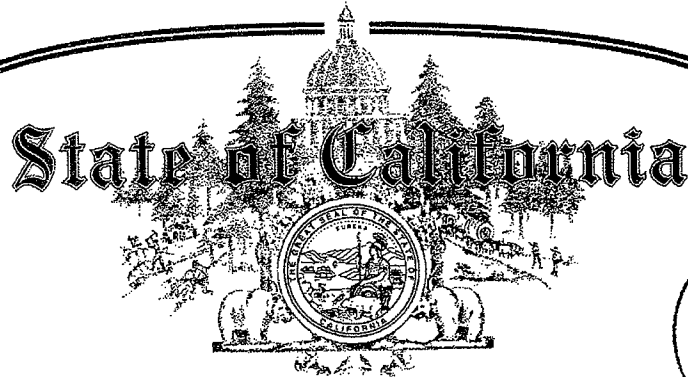
Executed on the 8th day of July, 2003.

**SENSIENT FLAVORS INC.**

By: \_\_\_\_\_

  
John L. Hammond, Vice President

X:\CLIENTS\005510\0008\MELCHDE.1



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 24 2003



*Kevin Shelley*  
Secretary of State

00710810

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**MELCHERS FLAVORS OF AMERICA, INC.**

**(a California corporation)**

**into**

**SENSIENT FLAVORS INC.**

**(a Delaware corporation)**

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

JUL 21 2003

**KEVIN SHELLEY**  
Secretary of State

Pursuant to the provisions of Section 1110 of the General Corporation Law of the State of California, the undersigned officers of the foreign parent corporation hereinafter named do hereby certify as follows:

1. The name of the parent corporation, which is a business corporation of the State of Delaware, and which is to be the surviving corporation under the merger herein certified is Sensient Flavors Inc. ("Sensient").

2. The name of the subsidiary corporation, which is a business corporation of the State of California, and which is to be the disappearing corporation under the merger herein certified is Melchers Flavors of America, Inc. ("Melchers").

3. Sensient owns 100% of the outstanding shares of Melchers.

4. The following is a copy of the resolution to merge Melchers into Sensient as adopted and approved by the Board of Directors of Sensient:

**RESOLVED** that Melchers be merged into Sensient, and that all of the estate, property, rights, privileges, powers, and franchises of Melchers be vested in and held and enjoyed by Sensient as fully and entirely and without change or diminution as the same were before held and enjoyed by Melchers in its name.

**RESOLVED** that Sensient shall assume all of the obligations of Melchers.

**RESOLVED** that Sensient shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware, by the laws of the State of California, and by the laws of any other

**TRADEMARK**

**REEL: 003077 FRAME: 0809**

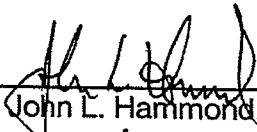
appropriate jurisdiction and will cause to be performed all necessary acts within the jurisdiction of organization of Melchers and of Sensient and in any other appropriate jurisdiction.

**RESOLVED** that the effective time of the Certificate of Ownership and Merger setting forth a copy of these resolutions shall be July 15, 2003 at 11:59 p.m., and that, insofar as the General Corporation Law of the State of Delaware shall govern the same, said time shall be the effective merger time.

The undersigned do hereby declare under the penalty of perjury under the laws of the State of California that he signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his own knowledge.

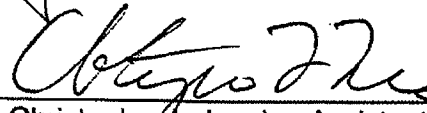
Executed on the 8th day of July, 2003.

By:



John L. Hammond, Vice President

By:



Christopher L. Lawlor, Assistant Secretary

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