

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Certificate of Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
RBF Corp.		03/21/2005	CORPORATION: WISCONSIN
RECEIVING PARTY DATA			
Name:	RBF, LLC		
Street Address:	875 East Wisconsin Avenue		
City:	Milwaukee		
State/Country:	WISCONSIN		
Postal Code:	53202		
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	2294543	RAINBOW	
Registration Number:	1459729	RAINBOW	
Registration Number:	1248298	RAINBOW	
Registration Number:	1304312	RAINBOW FOODS	
CORRESPONDENCE DATA			
Fax Number:	(414)223-5000		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	414.273.2100		
Email:	splagemann@whdlaw.com		
Correspondent Name:	Whyte Hirschboeck Dudek S.C.		
Address Line 1:	Attn: Suzanne Plagemann		
Address Line 2:	555 East Wells Street, Suite 1900		
Address Line 4:	Milwaukee, WISCONSIN 53202		
ATTORNEY DOCKET NUMBER:	RI-12604		
NAME OF SUBMITTER:	Suzanne Plagemann		

CH \$115.00 2294543

Signature:	/suzanneplagemann/
Date:	10/14/2005
Total Attachments: 9 source=RI-12604 COT Artiles of Conversion#page1.tif source=RI-12604 COT Artiles of Conversion#page2.tif source=RI-12604 COT Artiles of Conversion#page3.tif source=RI-12604 COT Artiles of Conversion#page4.tif source=RI-12604 COT Artiles of Conversion#page5.tif source=RI-12604 COT Artiles of Conversion#page6.tif source=RI-12604 COT Artiles of Conversion#page7.tif source=RI-12604 COT Artiles of Conversion#page8.tif source=RI-12604 COT Artiles of Conversion#page9.tif	

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WISCONSIN
DFI

Sec. 179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5) and
183.1207(3) & (5),
Wis. Stats.

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

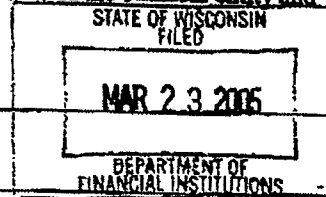
Company Name:
RBF Corp.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

* If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. After conversion:

Company Name:
RBF, LLC



Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00

DFI/CORP/1000(R02/10/03) Use of this form is mandatory.

3. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

4. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.

5. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity PRIOR TO CONVERSION:

Registered Agent (Agent for Service of Process): Edward G. Kitz	Registered Office: 875 E. Wisconsin Avenue Milwaukee, WI 53202
Additional Entry for a Limited Partnership only →	Record Office:

6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity AFTER CONVERSION:

Registered Agent (Agent for Service of Process): Edward G. Kitz	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 875 E. Wisconsin Avenue Milwaukee, WI 53202
Additional Entry for a Limited Partnership only →	Record Office:

DFI/CORP/1000(R02/10/03)

7. Executed on March 31, 2005 (date) by the business entity **PRIOR TO ITS CONVERSION.**

Mark (X) below the title of the person executing the document.

For a limited partnership
Title: General Partner

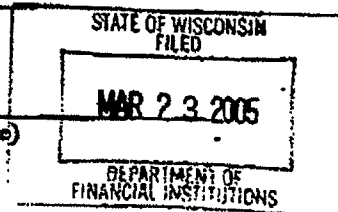
For a limited liability company
Title: Member OR Manager

Darren W. Karst
(Signature)

Darren W. Karst

(Printed Name)

For a corporation
Title: President OR Secretary
or other officer title



INSTRUCTIONS (Ref. Ss. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

Submit one original and one exact copy to Department of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a filing fee of \$150.00, payable to the department. Filing fee is non-refundable. (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave, 3rd Floor, Madison WI, 53703.) Sign the document manually or otherwise as allowed under sec. 179.14 (1g) (c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g) (c). **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing impaired may call 608-266-8818 for TDY. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

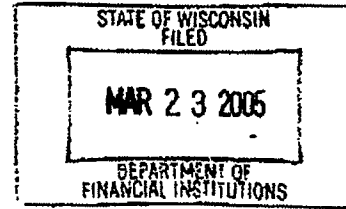
If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Enter the company name, type of business entity, and state of organization of business entity after conversion.

3. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.

DF/CORP/1000I(R02/10/03)

Exhibit A to the Certificate of Conversion



PLAN OF CONVERSION
OF
RBF CORP.
INTO
RBF, LLC

PLAN OF CONVERSION, made and entered into as of the ²⁷21 day of March, 2005, by RBF Corp., a Wisconsin corporation (the "Converting Entity") in order to convert into RBF, LLC, a Wisconsin limited liability company (the "Surviving Entity"). The Converting Entity and the Surviving Entity are sometimes collectively referred to herein as the "Constituent Entities."

1. The exact name, entity type, and jurisdiction of the Converting Entity before conversion is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
RBF Corp.	Corporation	Wisconsin

2. The exact name, entity type, and jurisdiction of the Surviving Entity after conversion is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
RBF, LLC	Limited liability company	Wisconsin

3. Effective as of March 27, 2005 at 12:01 a.m. (the "Effective Date"), the Converting Entity shall be converted into the Surviving Entity.

4. The manner and basis of converting the shares of the Converting Entity into ownership interests of the Surviving Entity shall be as follows: all of the shares of Common Stock of the Converting Entity issued and outstanding on the Effective Date (all of which are held by a single shareholder) shall, upon the conversion, without any action on the part of the Constituent Entities or any holder of such stock, be converted into a membership interest in the Surviving Entity constituting 100% of the Surviving Entity's membership interests, such that the sole shareholder of the Converting Entity prior to the conversion shall become the sole member of the Surviving Entity immediately following the conversion.

5. The Articles of Organization of the Surviving Entity after conversion are attached hereto.

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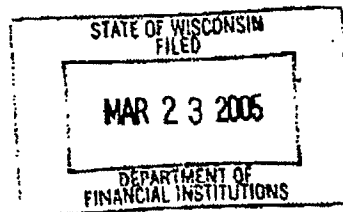
6. Upon the Effective Date, the conversion shall have the effect provided in the Wisconsin Statutes including, but not limited to, the following:

- (a) The Converting Entity converts into the Surviving Entity.
- (b) The Surviving Entity continues to be vested with title to all property owned by the Converting Entity without reversion or impairment.
- (c) The Surviving Entity continues to have all liabilities and obligations of the Converting Entity.
- (d) A civil, criminal, administrative or investigatory proceeding pending by or against the Converting Entity may be continued by or against the Surviving Entity after the effective date of conversion.
- (e) The shares in the Converting Entity that are to be converted into interests, obligations or other securities of the Surviving Entity or any other party or into cash or other property are converted, and the former holders of such shares are entitled only to the rights provided in the Certificate of Conversion or to their rights under the Wisconsin Statutes.

7. This Plan of Conversion shall be submitted to the sole shareholder of the Converting Entity for approval in accordance with the applicable provisions of law, and the consummation of this Plan of Conversion and the conversion herein provided for are conditioned by such approval.

RBF CORP.

By: *Darren W. Karst*
Darren W. Karst, President



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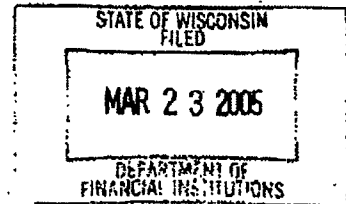
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Exhibit B to the Certificate of Conversion

**ARTICLES OF ORGANIZATION
OF
RBF, LLC
(a Wisconsin Limited Liability Company)**

**ARTICLE I.
Name**

The name of the limited liability company is RBF, LLC.



**ARTICLE II.
Organization**

The limited liability company is organized under Chapter 183 of the Wisconsin Statutes.

**ARTICLE III.
Management**

The Management of the limited liability company shall be vested in its members.

**ARTICLE IV.
Registered Agent and Office**

The registered agent of the company is Edward G. Kitz. The street address of the registered office is 875 East Wisconsin Avenue, Milwaukee, Wisconsin 53202.

CERTIFICATE OF CONVERSION

John F. Emanuel

Whyte Hirschboeck Dudek S.C.

555 East Wells Street, Suite 1900

Milwaukee, WI 53202

Your return address and phone number during the day: (414) 273-2100

INSTRUCTIONS (Cont'd)

4. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

5. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

6. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

7. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

The converting entity is alerted to record a conveyance of title ownership of all real estate located in Wisconsin, pursuant to sec. 179.76(4)(c), 180.1161(4)(c), 181.1161(4)(c) or 183.1207(4)(c), whichever is applicable.

DFI/CORP/10001(R02/10/03)

ARTICLES of INCORPORATION

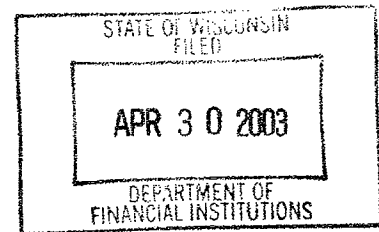
of

RBF CORP.
(a Wisconsin corporation)

These Articles of Incorporation are executed by the undersigned for the purpose of forming a Wisconsin corporation under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes.

ARTICLE I.
Name

The name of the corporation is RBF Corp.

**ARTICLE II.**
Capital Stock

This corporation shall have authority to issue 10,000 shares of a single class of stock designated as "Common Stock," having a par value of \$0.01 per share. All shares of Common Stock will be evidenced by certificates in the form provided in the by-laws.

ARTICLE III.
Registered Office and Agent

The registered office of the corporation is located at Whyte Hirschboeck Dudek S.C., Suite 2100, 111 East Wisconsin Avenue, Milwaukee, Wisconsin 53202 and the name of the initial registered agent at such office is John F. Emanuel.

ARTICLE IV.
Directors

The number of directors may be fixed from time to time by the by-laws but shall not be less than the minimum number allowed by Wisconsin law.

WI - DFI CORP
FILE ID# →

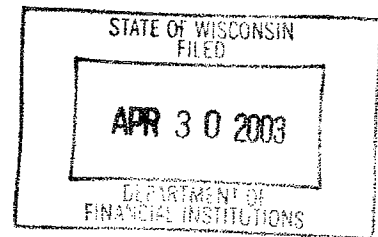
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ARTICLE V.
Incorporator

The Incorporator is John F. Emanuel, whose address is 111 East Wisconsin Avenue, Suite 2100, Milwaukee, Wisconsin 53202.

Dated this 29th day of April, 2003.


John F. Emanuel, Incorporator



This instrument was drafted by and, after filing, should be returned to:

John F. Emanuel
Whyte Hirschboeck Dudek S.C.
111 East Wisconsin Avenue
Suite 2100
Milwaukee WI 53202
414/273-2100

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