

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/28/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Swissrose International, Inc.		11/23/2004	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	ConAgra Foods Packaged Foods Company, Inc.
Street Address:	One ConAgra Drive
City:	Omaha
State/Country:	NEBRASKA
Postal Code:	68102
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1597636	IL GIARDINO

CORRESPONDENCE DATA

Fax Number: (402)952-6870
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 402-633-6870
 Email: tdeutmeyer@mcgrathnorth.com
 Correspondent Name: Tracy L. Deutmeyer
 Address Line 1: 1601 Dodge Street, Suite 3700
 Address Line 4: Omaha, NEBRASKA 68102

NAME OF SUBMITTER:	Tracy L. Deutmeyer
Signature:	/Tracy L. Deutmeyer/
Date:	01/27/2006

OP \$40.00 1597636

Total Attachments: 4

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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:

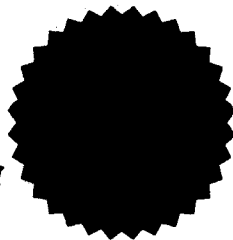
"SWISSROSE INTERNATIONAL, INC.", A NEW JERSEY CORPORATION, WITH AND INTO "CONAGRA FOODS PACKAGED FOODS COMPANY, INC." UNDER THE NAME OF "CONAGRA FOODS PACKAGED FOODS COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF NOVEMBER, A.D. 2004, AT 3:16 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2004, AT 11:59 O'CLOCK P.M.

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

3808548 8100M

040850253



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3522455

DATE: 12-06-04

TRADEMARK
REEL: 003235 FRAME: 0794

CERTIFICATE OF OWNERSHIP AND MERGER

OF

SWISSROSE INTERNATIONAL, INC.
(a New Jersey corporation)

into

CONAGRA FOODS PACKAGED FOODS COMPANY, INC.
(a Delaware corporation)

It is hereby certified that:

1. ConAgra Foods Packaged Foods Company, 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 each class of stock of Swissrose International, Inc., which is a business corporation of the State of New Jersey.
3. The laws of the jurisdiction of organization of Swissrose International, Inc. permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction.
4. The Corporation hereby merges Swissrose International, Inc. into the Corporation.
5. The following is a copy of the resolutions adopted on November 4, 2004 by the Board of Directors of the Corporation to merge the said Swissrose International, Inc. into the Corporation:

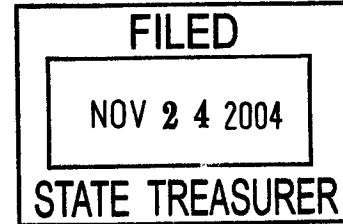
"RESOLVED, that Swissrose International, Inc., a wholly owned subsidiary of ConAgra Foods Packaged Foods Company, Inc., be merged with and into ConAgra Foods Packaged Foods Company, Inc. in accordance with the Delaware Corporation Law and the New Jersey Business Corporation Act. The issued shares of Swissrose International, Inc. shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished. The merger shall be effective as of 11:59 p.m. on November 28, 2004."
6. The merger shall be effective as of 11:59 p.m. on November 28, 2004.

Executed on November 23, 2004.

CONAGRA FOODS PACKAGED FOODS
COMPANY, INC.

By: Scott E. Messel
Scott E. Messel, Vice President, Treasurer &
Secretary

CERTIFICATE OF MERGER
OF
SWISSROSE INTERNATIONAL, INC.
INTO



CONAGRA FOODS PACKAGED FOODS COMPANY, INC.

To the Department of the Treasury
State of New Jersey

Pursuant to the provisions of Section 14A:10-5.1 and 14A:10-7 of the New Jersey Business Corporation Act, the foreign parent business corporation hereinafter named does hereby certify that:

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of New Jersey, is Swissrose International, Inc.
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Delaware, is ConAgra Foods Packaged Foods Company, Inc.
3. The number of outstanding shares of the subsidiary corporation is 100, all of which are of one class, and all of which are owned by the parent corporation.
4. The following is the Plan of Merger for merging the subsidiary corporation into the parent corporation as approved by the Board of Directors of the parent corporation on November 4, 2004.

"1. ConAgra Foods Packaged Foods Company, Inc. which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Swissrose International, Inc., which is a business corporation of the State of New Jersey and the subsidiary corporation, hereby merges Swissrose International, Inc. into ConAgra Foods Packaged Foods Company, Inc. pursuant to the provisions of the New Jersey Business Corporation Act and of the laws of the jurisdiction of organization of ConAgra Foods Packaged Foods Company, Inc.

2. The separate existence of Swissrose International, Inc. shall cease at the effective time and date of the merger and ConAgra Foods Packaged Foods Company, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

3. The issued shares of Swissrose International, Inc. shall not be converted in any manner, but each said share which is issued at the effective time and date of the merger shall be surrendered and extinguished.

4. The Board of Directors and the proper officers of ConAgra Foods Packaged Foods Company, Inc. are hereby authorized, empowered, and

directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for."

5. The merger shall be effective as of 11:59 p.m. on November 28, 2004.

5. Neither the certificate of incorporation of the parent corporation nor the certificate of incorporation of the subsidiary corporation requires the approval of its shareholders to authorize the merger herein certified.

6. The applicable provisions of the laws of the jurisdiction of organization of the parent corporation relating to the merger of the subsidiary corporation into the parent corporation will have been complied with upon compliance with any of the filing and recording requirements thereof.

7. The parent corporation hereby agrees that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of the subsidiary corporation or of any obligation of the parent corporation for which it is previously amenable to suit in the State of New Jersey, hereby irrevocably appoints the Treasurer of the State of New Jersey as its agent to accept service of process in any such proceeding, and hereby designates the following post office address within the State of New Jersey to which said Treasurer shall mail a copy of the process in such proceeding: 830 Bear Tavern Road, West Trenton, New Jersey 08628.

8. The parent corporation will continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

9. The merger herein certified shall become effective in New Jersey at 11:59 p.m. on November 28, 2004.

Executed on November 23, 2004.

SWISSROSE INTERNATIONAL, INC.

By: Scott E Messel
Scott E. Messel, Vice President, Treasurer &
Secretary

CONAGRA FOODS PACKAGED FOODS
COMPANY, INC.

By: Scott E Messel
Scott E. Messel, Vice President, Treasurer &
Secretary