

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/31/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Rondele Acquisition, LLC		12/31/2005	LIMITED LIABILITY COMPANY: WISCONSIN

RECEIVING PARTY DATA

Name:	Sorrento Lactalis Arpin, Inc.
Street Address:	2376 South Park Avenue
City:	Buffalo
State/Country:	NEW YORK
Postal Code:	14220
Entity Type:	CORPORATION: WISCONSIN

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1012351	RONDELE
Registration Number:	1918175	PUB CHEESE
Serial Number:	75471716	RONDELE BAGEL CHIPS
Registration Number:	2104250	BAGEL TEMPTATIONS
Registration Number:	2068876	TANTE
Registration Number:	1262577	HAHN'S
Registration Number:	1589156	FINESSE

CORRESPONDENCE DATA

Fax Number: (608)831-2106
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 608-828-0784
 Email: css@dewittross.com

OP \$190.00 1012351

Correspondent Name: DeWitt Ross & Stevens, SC (CS Sara)
Address Line 1: 8000 Excelsior Drive
Address Line 2: Suite 401
Address Line 4: Madison, WISCONSIN 53717-1914

ATTORNEY DOCKET NUMBER:	20860.004
NAME OF SUBMITTER:	Charles S. Sara
Signature:	/CS Sara/
Date:	03/07/2006

Total Attachments: 4
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STATE DEPT OF
FINANCIAL INSTITUTIONS
STATE OF WISCONSIN

ARTICLES OF MERGER

05 DEC 28 PM 3: ~~M~~erger Of Domestic LLC Into Domestic Corporation

The undersigned hereby adopts the following Articles of Merger for the purpose of merging Rondele Acquisition, LLC, a Wisconsin limited liability company, into Sorrento Lactalis Arpin, Inc., a Wisconsin corporation, pursuant to Chapter 180 and Chapter 183 of the Wisconsin Statutes.

Article 1.

Name of Non-Surviving Party

12 R033700

The name of the party which does not survive the merger is Rondele Acquisition, LLC (Chapter 183, Wisconsin Statutes) (hereinafter the "LLC").

Article 2.

Name of Surviving Party

1A07235 Imaged

The name of the party which does survive the merger is Sorrento Lactalis Arpin, Inc. (Chapter 180, Wisconsin Statutes) (hereinafter the "Corporation").

Article 3.

Conversion of Ownership Interests

Prior to the merger, the Corporation owned 100% of the outstanding ownership interests of the LLC. After payment of the debts and obligations of the LLC, or after other provisions are made therefor, all of the remaining property of the LLC shall become the property of the Corporation in full consideration for the complete cancellation of all of the issued and outstanding ownership interests of the LLC owned by the Corporation

Article 4.

Approval of Plan of Merger

The Plan of Merger, attached hereto as Exhibit A, was approved by the board of directors of the Corporation and by the LLC in accordance with Section 180.1104 and Section 183.1202, Wisconsin Statutes.

Article 5.

Delayed Effective Date and Time

These Articles of Merger, when filed, shall be effective on December 31, 2005, at 11:30 p.m., Eastern Standard Time.

DEC 29 2005 07:33 AM		
‡. C		
309989	DCORP150	\$150.00
DEC 29 2005 07:33 AM		
‡. D		
309989	EXPEDITE25	\$25.00

EXHIBIT A

**PLAN OF MERGER
(Merger of Rondele Acquisition, LLC Into Sorrento Lactalis Arpin, Inc.)**

This Plan of Merger is made effective as of December 31, 2005, at 11:30 p.m., Eastern Standard Time (the "Effective Time") by and between **Sorrento Lactalis Arpin, Inc.**, a Wisconsin corporation, Chapter 180, Wisconsin Statutes (the "Corporation"), and **Rondele Acquisition, LLC**, a Wisconsin limited liability company, Chapter 183, Wisconsin Statutes (the "LLC").

WHEREAS, the Corporation owns all of the ownership interests of the LLC; and

WHEREAS, the Corporation and the LLC wish to approve, authorize, and consent to the merger of the LLC into the Corporation, pursuant to Section 180.1104 and Section 183.1202 of the Wisconsin Statutes.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties hereto hereby provide as follows:

1. The Corporation and the LLC approve, authorize, and consent to the merger of the LLC into the Corporation, as of the Effective Time, such merger to be implemented in accordance with the plan of merger set forth in this Agreement.
2. The officers of the Corporation have been authorized to file Articles of Merger with the Wisconsin Department of Financial Institutions for the purpose of merging the LLC into the Corporation pursuant to Chapter 180 and Chapter 183 of the Wisconsin Statutes.
3. The Articles of Incorporation of the Corporation shall continue in effect following the Effective Time of the merger until the same are altered or amended.
4. The Bylaws of the Corporation shall be and remain the bylaws of the surviving entity following the Effective Time of the merger until the same are altered, amended, or repealed.
5. The officers and directors of the Corporation in office at the Effective Time of the merger shall continue in office and shall constitute the directors and officers of the surviving entity for the term elected until their respective successors shall be elected or appointed and qualified.
6. At the Effective Time of the merger, in full consideration for the complete cancellation of all of the issued and outstanding ownership interests of the LLC owned by the Corporation, the Corporation shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the LLC. All of the property, real or personal, and all debts due on whatever account, and all and every other interest of or belonging to or due the LLC shall be deemed to be vested in the Corporation without any further act or deed, and the title to any

property or any interest therein vested in the LLC shall not revert or be in any way impaired by reason of the merger.


7. At the Effective Time of the merger, the Corporation shall be deemed responsible and liable for all the liabilities and obligations of the LLC such that the rights of creditors shall not be impaired by this merger. The Corporation shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the LLC.

8. As the sole member of the LLC, the Corporation hereby waives the requirement of Section 180.1104(3) and Section 183.1202(1) of the Wisconsin Statutes that a copy or summary of this Agreement and Plan of Merger be mailed to it.

9. At any time prior to the filing of the Articles of Merger with the Wisconsin Department of Financial Institutions, the proposed merger may be abandoned by the Corporation.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be executed by their respective duly authorized officers on behalf of the parties hereto as of this 21st day of December, 2005.


SORRENTO LACTALIS ARPIN, INC.

By: 

Its: Vice President

RONDELE ACQUISITION, LLC

By Sorrento Lactalis Arpin, Inc, its sole member

By: 

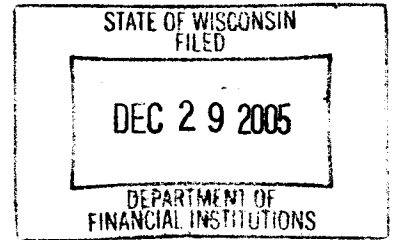
Its: Vice President

(#2)

\$ 150,00 + \$ 25,00 Exp

Articles of merger

chap. 180 + 183



Merger: Rondela Acquisition, LLC (WI LLC)
(Non-Summary)

Art: Savent Lactalis Capin, Inc. (WI Corp)
(Summary)

EFFECTIVE DATE:

12-31-2005