

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

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Sorrento Lactalis, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Idaho
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) March 2, 2000

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Sorrento Lactalis, Inc.

Internal

Address: _____

Street Address: 2375 South Park Avenue

City: Buffalo

State: New York

Country: USA Zip: 14220

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Delaware
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,446,722; 963,768; 1,235,353; 1,253,876; 1,336,984; 1,386,941; 1,802,870; 1,822,995; 1,822,996 and

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
PRIMA CUCINA; PRECIOUS & DESIGN; SORRENTO; SORRENTO; S & DESIGN; ZESTY RANCH; S & DESIGN; PRECIOUS; STRINGSTERS, SHAPESTERS; STUFFSTERS, STRINGSTERS

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

Name: Annabell V. Irey, Esq.

Internal Address: Phillips Lytle LLP

Intellectual Property Group

Street Address: 3400 HSBC Center

City: Buffalo

State: New York Zip: 14203

Phone Number: (716) 847-8400

Fax Number: (716) 852-6100

Email Address: airey@phillipslytle.com

6. Total number of applications and registrations involved:

13

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 340.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 19-3320

Authorized User Name Annabell V. Irey

9. Signature:

Annabell V. Irey
Signature

September 15, 2006
Date

Annabell V. Irey

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 7

Documents to be recorded (including cover sheet) should be faxed to (703) 306-6995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

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1,903,687
2,802,656
2,568,031
2,608,073

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:

"SORRENTO LACTALIS, INC.", AN IDAHO CORPORATION,
WITH AND INTO "SORRENTO DELAWARE, INC." UNDER THE NAME OF
"SORRENTO LACTALIS, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE SECOND DAY OF JUNE, A.D. 2000, AT 9 O'CLOCK
A.M.



3176222 8100M

060822940

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5021025

DATE: 09-06-06

TRADEMARK

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CERTIFICATE OF OWNERSHIP AND MERGER

of

SORRENTO LACTALIS, INC.

(an Idaho corporation)

with and into

SORRENTO DELAWARE, INC.

(a Delaware corporation)

Under Section 253 of the Delaware General Corporation Law

It is hereby certified that:

1. SORRENTO DELAWARE, INC. (hereinafter called the "Delaware Corporation") is a corporation organized in the State of Delaware. SORRENTO LACTALIS, INC. (hereinafter called the "Idaho Corporation") is a corporation organized in the State of Idaho.

2. The Idaho Corporation, as the owner of all of the outstanding shares of the stock of the Delaware Corporation, hereby merges itself with and into the Delaware Corporation. The laws of Idaho permit a merger of a corporation of that jurisdiction with a corporation of another jurisdiction.

3. The following is a copy of the resolutions adopted on February 29, 2000 by the Board of Directors of the Idaho Corporation to merge the Idaho Corporation into Delaware Corporation:

RESOLVED that the Idaho Corporation be reincorporated in the State of Delaware by merging itself into the Delaware Corporation pursuant to the laws of the State of Delaware and the State of Idaho as hereinafter provided, so that the separate existence of the Idaho Corporation shall cease as soon as the merger shall become effective, and thereupon the Delaware Corporation will become a single corporation, which shall continue to exist under, and be governed by, the laws of the State of Delaware; and further

RESOLVED that the terms and conditions of the proposed merger are as follows:

(a) From and after the effective time of the merger, all of the estate, property, rights, privileges, powers, and franchises of the Idaho Corporation shall become vested in and be held by as fully and entirely and without change or diminution as the same were before held and enjoyed by the Idaho Corporation and the Delaware Corporation shall assume all of the obligations of the Idaho Corporation.

(b) Each share of common stock, without par value, of the Idaho Corporation which shall be issued and outstanding immediately prior to the effective time of the merger shall be converted into one issued and outstanding share of common stock, par value \$0.01 per share, of the Delaware Corporation and, from and after the effective time of the merger, the holders of all of said issued and outstanding shares of common stock of the Idaho Corporation shall automatically be and become holders of shares of upon the basis above specified, whether or not certificates representing said shares are then issued and delivered. Each share of common stock, without par value, of the Idaho Corporation which shall be issued and held by it as a treasury share immediately prior to the effective time of the merger shall be converted into one share of common stock, par value \$0.01 per share, of the Delaware Corporation and shall be held in the treasury of the Delaware Corporation until sooner disposed of.

(c) After the effective time of the merger, each holder of record of any out standing certificate or certificates theretofore representing common stock of the Idaho Corporation may surrender the same to the Delaware Corporation at its office in Idaho and such holder shall be entitled upon such surrender to receive in exchange therefor a certificate or certificates representing an equal number of shares of common stock of the Delaware Corporation. Until so surrendered, each outstanding certificate which prior to the effective time of the merger represented one or more shares of common stock of the Idaho Corporation shall be deemed for all corporate purposes to evidence ownership of an equal number of shares of common stock of Delaware Corporation.

(d) From and after the effective time of the merger, the Certificate of Incorporation and the By-Laws of the surviving Delaware Corporation shall be the Certificate of Incorporation and the By-Laws of the Delaware Corporation as in effect immediately prior to such effective time.

(e) The number of directors shall be increased from one to five and the members of the Board of Directors and officers of the Delaware Corporation shall be the members of the Board of Directors and the corresponding officers of the Idaho Corporation immediately before the effective time of the merger.

(f) Effective as of the effective time of the merger, the name of Sorrento Delaware, Inc. shall be changed to "Sorrento Lactalis, Inc."; the assets and liabilities of the Idaho Corporation and of the Delaware Corporation shall be entered on the books of at the amounts at which they shall be carried at such time on the respective books of the Idaho Corporation and of the Delaware Corporation, subject to such intercorporate adjustments or eliminations, if any, as may be required to give effect to the merger; and, subject to such action as may be taken by the Board of Directors of the Delaware Corporation in accordance with generally accepted accounting principles, the capital and surplus of shall be equal to the capital and surplus of this corporation and of the Delaware Corporation.

and further;

RESOLVED that the above resolution to merge be submitted to the stockholders entitled to vote of the Idaho Corporation at a meeting to be called and held after twenty days' notice of the time, place, and purpose thereof mailed to each holder of the outstanding shares of stock entitled to vote of the Idaho Corporation at his address as it appears on the records of this corporation or pursuant to a written waiver of such notice signed by all of the persons entitled thereto, unless the holders of all of the outstanding shares of stock entitled to vote of the Idaho Corporation shall dispense with the holding of a meeting and shall act in writing without a meeting; and in the event that the holders of at least a majority of the outstanding stock entitled to vote of this corporation shall vote for the approval of the merger at a meeting, or, in the event that the holders of all of the outstanding stock entitled to vote of this corporation shall dispense with a meeting and shall consent in writing signed by them for the approval of the proposed merger, the proposed merger shall be deemed to be approved; provided, that, notwithstanding the approval of the said stockholders of this corporation for the proposed merger, the Board of Directors of the Idaho Corporation may terminate the proposed merger at any time prior to filing, in that connection, a Certificate of Ownership and Merger with the Department of State of the State of Idaho for any reason; and further

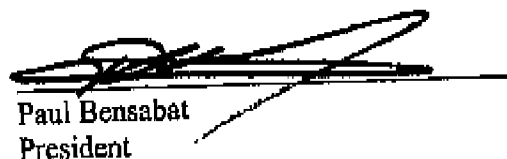
RESOLVED that, in the event that the proposed merger shall not be terminated, the proper officers of the Idaho Corporation be and they hereby are authorized and directed to make and execute, under the corporate seal of this corporation, a Certificate of Ownership and Merger setting forth a copy of these resolutions to merge itself into the Delaware Corporation and the date of adoption thereof, and to cause the same to be filed and recorded as provided by law, and to do all acts and things whatsoever, within the states of Idaho and Delaware and in any other appropriate jurisdiction, necessary or proper to effect this merger.

4. The proposed merger therein certified has been approved in writing by the holders of all of the outstanding stock entitled to vote of the Idaho Corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

The effective time of the Certificate of Ownership and Merger and the time when the merger therein agreed upon shall become effective, shall be upon filing by the Secretary of State of the State of Delaware.

Signed on March 2, 2000

By:



Paul Bensabat
President