

09-04-2007



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

8.28.07

1. Name of conveying party(ies):

Wise Foods Investments, Inc.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

- Yes
- No

Additional names, addresses, or citizenship attached?

Name: Wise Foods, Inc.

Internal Address: _____

Street Address: 228 Raseley Street

City: Berwick

State: Pennsylvania

Country: United States Zip: 18603

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)

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

Execution Date(s) June 30, 2007

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

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

A. Trademark Application No.(s)
See attached Schedule A

B. Trademark Registration No.(s)
See attached Schedule B

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: James B. Farmer

Internal Address: Taft Stettinius & Hollister LLP

Street Address: 21 East State Street, 12th Floor

City: Columbus

State: Ohio Zip: 43215

Phone Number: 614-220-0224

Fax Number: 614-221-2007

Email Address: Farmer@taftlaw.com

6. Total number of applications and registrations involved:

29

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 740.00

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

78292228

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 23-2653

Authorized User Name Linda S. Davis

10000035 282653

40.00 DA
700.00 DA

9. Signature:

James B. Farmer
Signature

August 22, 2007
Date

James B. Farmer

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 2

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

08/23/2007 10:11:01 AM

01 F: 46521
02 F: 46522

CONTINUATION OF ITEM 4

SCHEDULE A

TRADEMARK APPLICATIONS WISE FOODS INVESTMENTS, INC.
(UNITED STATES)

<u>TRADEMARK</u>	<u>APPLICATION NO.</u>	<u>APPLICATION DATE</u>
1. MISCELLANEOUS DESIGN	78/292,228	August 26, 2003
2. WISE CHOICES	76/673,163	February 26, 2007
3. WISE CHOICES	76/673,164	February 26, 2007

CONTINUATION OF ITEM 4

SCHEDULE B

TRADEMARKS OWNED BY WISE FOODS INVESTMENTS, INC.
(UNITED STATES)

<u>TRADEMARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
1. BIG MUNCH!	1,659,915	October 8, 1991
2. BRAVOS	1,434,129	March 24, 1987
3. CHEEZ DOODLES	644,839	April 30, 1957
4. DIPSY DOODLES	690,326	December 22, 1959
5. DOODLE O's	1,747,875	January 19, 1993
6. DOODLES	1,793,250	September 14, 1993
7. FIESTA DOODLES	2,767,184	September 23, 2003
8. GADGETS	849,904	May 28, 1968
9. MOORE'S	1,318,386	February 5, 1985
10. MOORE'S M and DESIGN	1,086,546	February 28, 1978
11. NACHO TWISTERS	2,524,803	January 1, 2002
12. NEW YORK DELI POTATO CHIPS IN CIRCULAR LOGO	1,398,687	June 24, 1986
13. NEW YORK DELI	1,396,992	June 10, 1986
14. PEPPY and OWL DESIGN	669,985	November 18, 1958
15. Q and DESIGN	1,501,540	August 23, 1988
16. QUINLAN	1,502,387	August 30, 1988
17. REP. OF OWL	1,314,859	January 15, 1985
18. RIDGIES (Stylized Letters)	624,150	March 27, 1956
19. RIDGIES	1,286,199	July 17, 1984
20. WISE	2,325,068	March 7, 2000
21. WISE OWL LOGO	2,105,371	October 14, 1997
22. WISE and WISE OWL LOGO	2,325,069	March 7, 2000
23. WISE CHOICE	2,054,967	April 22, 1997
24. WISE COTTAGE CUTS	2,929,463	March 1, 2005
25. WISECRACKERS	2,102,108	September 30, 1997
26. WISE and DESIGN	705,034	September 27, 1960

**STATE OF DELAWARE
CERTIFICATE OF MERGER OF
FOREIGN CORPORATION INTO
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Wise Foods, Inc., a Delaware Corporation and the name of the corporation being merged into this surviving corporation is Wise Foods Investments, Inc., a South Carolina Corporation (collectively the "Constituent Corporations").

SECOND: The Plan and Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Wise Foods, Inc., a Delaware Corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

FIFTH: The authorized stock and par value of the non-Delaware Corporation is 100 shares, par value \$0.01 per share.

SIXTH: The merger is to become effective on June 30, 2007.

SEVENTH: The Plan and Agreement of Merger is on file at Wise Foods, Inc., 228 Raseley Street, Berwick, PA 18603, an office of the surviving corporation.

EIGHTH: A copy of the Plan and Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the Constituent Corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, this 22 day of June, A.D., 2007.

By: 
Authorized Officer

Name: Luis Zaldivar

Title: Secretary

JUL 02 2007

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

Mark Hammond
SECRETARY OF STATE OF SOUTH CAROLINA

ARTICLES OF MERGER
OR SHARE EXCHANGE

TYPE OR PRINT CLEARLY IN BLACK INK

Pursuant to Section 33-11-105 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving corporation in a merger or the acquiring corporation in a share exchange, as the case may be, hereby submits the following information:

1. The name of the surviving or acquiring corporation is Wise Foods, Inc., a Delaware Corporation
2. Attached hereto and made a part hereof is a copy of the Plan of Merger or Share Exchange (see Sections 33-11-101 (merger) 33-11-102 (share exchange), 33-11-104 (merger of subsidiary into parent) 33-11-107 (merger or share exchange with a foreign corporation), and 33-11-108 (merger of a parent corporation into one of its subsidiaries) of the 1976 South Carolina Code of Laws, as amended).
3. Complete the following information to the extent it is relevant with respect to each corporation which is a party to the transaction:

(a) Name of the corporation Wise Foods Investments, Inc., a South Carolina Corporation
Complete either (1) or (2), whichever is applicable:

- (1) Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104 (a), and 33-11-108(a) of the 1976 South Carolina Code of Laws, as amended).
- (2) The Plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares	
				For	Against
Common	100	100	100	100	

*NOTE: Pursuant to Section 33-11-105(a)(3)(ii) of the 1976 South Carolina Code of Laws, as amended, the corporation can alternatively state the total number of undisputed shares cast for the amendment by each voting group together with a statement that the number cast for the amendment by each voting group was sufficient for approval by that voting group.

(b) Name of the corporation: Wise Foods, Inc., a Delaware Corporation
Complete either (1) or (2), whichever is applicable:

- (1) Shareholder approval of the merger or stock exchange was not required (See Sections 33-11-103(h), 33-11-104(a), and 33-11-108 (a)).
- (2) The plan of Merger or Share Exchange was duly approved by shareholders of the corporation as follows:

Voting Group	Number of Outstanding Shares	Number of Votes Entitled to be Cast	Number of Votes Represented at the meeting	Number of Undisputed* Shares	
				For	Against

070702-0018
WISE FOODS, INC.

FILED: 07/02/2007

Filing Fee: \$110.00 ORIG



Mark Hammond

South Carolina Secretary of State

070702-0019
WISE FOODS INVESTMENTS, INC.

FILED: 07/02/2007

Filing Fee: \$0.00 ORIG



Mark Hammond

South Carolina Secretary of State

PLAN AND AGREEMENT OF MERGER
Between
Wise Foods, Inc. (a Delaware Corporation)
And

Wise Foods Investments, Inc. (a South Carolina Corporation)

This Plan and Agreement of Merger is made and entered into on the 22nd day of June, 2007, by and between Wise Foods, Inc., a Delaware Corporation (the "Delaware Corporation"), and Wise Foods Investments, Inc., a South Carolina Corporation (the "South Carolina Corporation")(collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, the Delaware Corporation is a Corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on October 27, 1995; and

WHEREAS, South Carolina Corporation is a corporation organized and existing under the laws of the State of South Carolina, its Certification of Incorporation having been filed in the Office of the Secretary of State in the State of South Carolina on January 21, 2003; and

WHEREAS, the aggregate number of shares which the Delaware Corporation has authority to issue is 100; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that the South Carolina Corporation be merged into the Delaware Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and South Carolina, respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the Delaware Corporation and the South Carolina Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

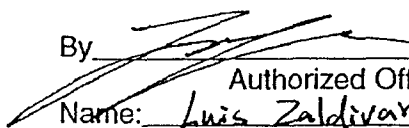
ARTICLE I

The South Carolina Corporation and the Delaware Corporation shall be merged into a single corporation, in accordance with the applicable provisions of laws of the State of South Carolina and of the State of Delaware, by the South Carolina Corporation merging into the Delaware Corporation, which shall be the surviving corporation.

{M0121163.2}

to be executed by an authorized officer of each party thereto.

Wise Foods, Inc. a Delaware Corporation

By  _____

Authorized Officer

Name: Luis Zaldivar

Print or Type

Title: Secretary

Wise Foods Investments, Inc. a South
Carolina Corporation

By  _____

Authorized Officer

Name: Luis Zaldivar


Print or Type

Title: Secretary

Luis (L2)

I, ~~Louis~~ Luis Zaldivar, Secretary of Wise Foods, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Wise Foods, Inc., was duly submitted to the stockholders of said Wise Foods, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Plan and Agreement of Merger, that one hundred (100) shares of said stock of said corporation were on said date issued and outstanding and that the holder of one hundred (100) shares voted by ballot in favor of said Plan and Agreement of Merger, the said affirmative vote representing at least a majority of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said Wise Foods, Inc., as the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Wise Foods, Inc. on this 22nd day of June, 2007.

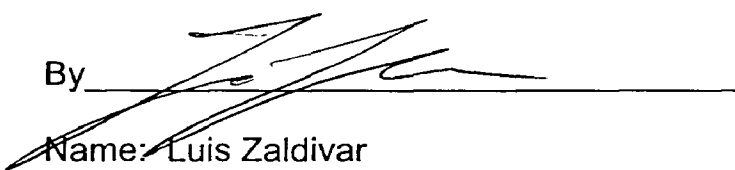
By  _____
Name: Luis Zaldivar

Title: Secretary

Luis Zaldívar

I, Luis Zaldívar, Secretary of Wise Foods Investments, Inc., a corporation organized and existing under the laws of the State of South Carolina, hereby certify, as such Secretary of the said corporation, that the Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of Wise Foods Investments, Inc. was duly submitted to the stockholders of said Wise Foods Investments, Inc., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Plan and Agreement of Merger, that one hundred (100) shares of said stock of said corporation were on said date issued and outstanding and that the holder of one hundred (100) shares voted by ballot in favor of said Plan and Agreement of Merger, the said affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Plan and Agreement of Merger was at said meeting duly adopted as an act of the stockholders of said Wise Foods Investments, Inc., as the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said Wise Foods Investments, Inc. on this 22nd day of June, 2007.

By  _____
Name: Luis Zaldívar

Title: Secretary

WISE FOODS INVESTMENTS, INC.

WRITTEN CONSENT OF DIRECTORS IN LIEU OF MEETING

The undersigned, being the directors of Wise Foods Investments, Inc., a South Carolina Corporation (the "South Carolina Corporation"), hereby waive all notice of time, place or purpose of a meeting and consent to, approve and adopt the following resolution without a meeting pursuant to Section 141(f) of the General Corporation Law of Delaware:

RESOLVED, that the Agreement of Merger between the South Carolina Corporation and Wise Foods, Inc. a Delaware Corporation (the "Delaware Corporation"), substantially in the form of the draft dated June 22, 2007 (the "Merger Agreement") and the performance of the transactions contemplated in the Merger Agreement, are hereby authorized and approved; and further

RESOLVED, that the South Carolina Corporation merge itself into the Delaware Corporation with the Delaware Corporation being the surviving corporation; and further

RESOLVED, that in accordance with Section 33-11-105 of the 1976 Code of Laws of South Carolina, the merger shall become effective upon the filing of the Certificate of Merger of Domestic Corporation into Foreign Corporation (the "Certificate of Merger") with the Secretary of State of the State of South Carolina or at such later time as shall be specified in the Certificate of Merger (the "Effective Time"); and further

RESOLVED, that at the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each share of common stock, par value \$0.01 per share of the South Carolina Corporation outstanding immediately prior to the Effective Time shall be cancelled and retired and no payment shall be made with respect thereto.

RESOLVED, that each Officer of the South Carolina Corporation is hereby authorized and directed to take any and all actions in the name of the South Carolina Corporation to effectuate or carry out the purposes and intent of the foregoing resolutions and each of them hereby is authorized and directed to negotiate, execute and deliver any other agreement, document or certificate to be executed in connection with the transactions contemplated by the Merger Agreement with such changes in, deletions from or modifications or additions as any of such Officers or designee shall approve, his or their execution thereof to be conclusive evidence of such approval, and take, or cause to be taken, each or further actions as

may be necessary, desirable or appropriate to carry out the foregoing; and further

RESOLVED, that all actions heretofore taken by any of the directors, officers, representatives or agents of the South Carolina Corporation in connection with the transactions contemplated by the Merger Agreement are hereby ratified, confirmed and approved in all respects as the actions and deeds of the South Carolina Corporation; and further

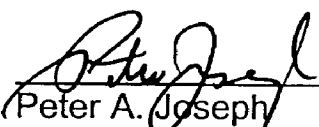
RESOLVED, that further enabling resolutions may be appended to these resolutions as may be required or appropriate.

This Resolution by written consent shall be filed with the minutes of the South Carolina Corporation.

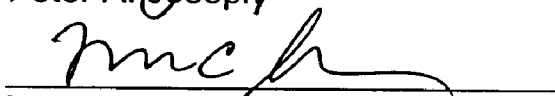
This Resolution may be executed in one or more counterparts.

Dated this 22nd day of June, 2007.

J. Robert Hall



Peter A. Joseph



Thomas C. Shull



Ed Lambert



Marcos Rodriguez

WISE FOODS INVESTMENTS, INC.

WRITTEN CONSENT OF DIRECTORS IN LIEU OF MEETING

The undersigned, being the directors of Wise Foods Investments, Inc., a South Carolina Corporation (the "South Carolina Corporation"), hereby waive all notice of time, place or purpose of a meeting and consent to, approve and adopt the following resolution without a meeting pursuant to Section 141(f) of the General Corporation Law of Delaware:

RESOLVED, that the Agreement of Merger between the South Carolina Corporation and Wise Foods, Inc. a Delaware Corporation (the "Delaware Corporation"), substantially in the form of the draft dated June 22, 2007 (the "Merger Agreement") and the performance of the transactions contemplated in the Merger Agreement, are hereby authorized and approved; and further

RESOLVED, that the South Carolina Corporation merge itself into the Delaware Corporation with the Delaware Corporation being the surviving corporation; and further

RESOLVED, that in accordance with Section 33-11-105 of the 1976 Code of Laws of South Carolina, the merger shall become effective upon the filing of the Certificate of Merger of Domestic Corporation into Foreign Corporation (the "Certificate of Merger") with the Secretary of State of the State of South Carolina or at such later time as shall be specified in the Certificate of Merger (the "Effective Time"); and further

RESOLVED, that at the Effective Time, by virtue of the Merger and without any action on the part of the holders thereof, each share of common stock, par value \$0.01 per share of the South Carolina Corporation outstanding immediately prior to the Effective Time shall be cancelled and retired and no payment shall be made with respect thereto.

RESOLVED, that each Officer of the South Carolina Corporation is hereby authorized and directed to take any and all actions in the name of the South Carolina Corporation to effectuate or carry out the purposes and intent of the foregoing resolutions and each of them hereby is authorized and directed to negotiate, execute and deliver any other agreement, document or certificate to be executed in connection with the transactions contemplated by the Merger Agreement with such changes in, deletions from or modifications or additions as any of such Officers or designee shall approve, his or their execution thereof to be conclusive evidence of such approval, and take, or cause to be taken, each or further actions as

{M0121219.1}

may be necessary, desirable or appropriate to carry out the foregoing; and further

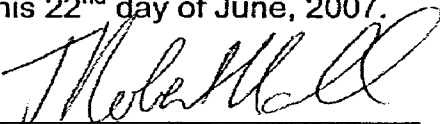
RESOLVED, that all actions heretofore taken by any of the directors, officers, representatives or agents of the South Carolina Corporation in connection with the transactions contemplated by the Merger Agreement are hereby ratified, confirmed and approved in all respects as the actions and deeds of the South Carolina Corporation; and further

RESOLVED, that further enabling resolutions may be appended to these resolutions as may be required or appropriate.

This Resolution by written consent shall be filed with the minutes of the South Carolina Corporation.

This Resolution may be executed in one or more counterparts.

Dated this 22nd day of June, 2007.



J. Robert Hall

Ed Lambert

Peter A. Joseph

Marcos Rodriquez

Thomas C. Shull

WISE FOODS, INC.

WRITTEN CONSENT OF DIRECTORS IN LIEU OF MEETING

The undersigned, being the directors of Wise Foods, Inc. a Delaware corporation (the "Delaware Corporation"), hereby waive all notice of time, place or purpose of a meeting and consent to, approve and adopt the following resolution without a meeting pursuant to Section 141(f) of the General Corporation Law of Delaware:

RESOLVED, that the Agreement of Merger between the Delaware corporation and Wise Foods Investments, Inc., a South Carolina corporation (the "South Carolina Corporation"), substantially in the form of the draft dated June 22, 2007 (the "Merger Agreement") and the performance of the transactions contemplated in the Merger Agreement, are hereby authorized and approved; and further

RESOLVED, that the South Carolina Corporation merge itself into the Delaware Corporation with the Delaware Corporation being the surviving corporation; and further

RESOLVED, that in accordance with 8 Del. C. § 103(d) the merger shall become effective upon the filing of the Certificate of Merger of Foreign Corporation into Domestic Corporation (the "Certificate of Merger") with the Secretary of State of the State of Delaware or at such later time as shall be specified in the Certificate of Merger (the "Effective Time"); and further

RESOLVED, that at the Effective Time, by virtue of the merger and without any action on the part of the holders thereof, each share of common stock, par value \$0.01 per share of the South Carolina Corporation outstanding immediately prior to the Effective Time shall be cancelled and retired and no payment shall be made with respect thereto.

RESOLVED, that each Officer of the Delaware Corporation is hereby authorized and directed to take any and all actions in the name of the Delaware Corporation to effectuate or carry out the purposes and intent of the foregoing resolutions and each of them hereby is authorized and directed to negotiate, execute and deliver any other agreement, document or certificate to be executed in connection with the transactions contemplated by the Merger Agreement with such changes in, deletions from and modifications or additions as any of such officers or designee shall approve, his or their execution thereof to be conclusive evidence of such approval, and take, or cause to be taken, such other or further action as may be necessary, desirable or appropriate to carry out the foregoing; and further

RESOLVED, that all action heretofore taken by any of the directors, officers, representatives or agents of the Delaware Corporation in connection with the transactions contemplated by the Merger Agreement are hereby ratified, confirmed and approved in all respects as the actions and deeds of the Delaware Corporation; and further

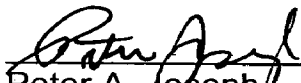
RESOLVED, that further enabling resolutions may be appended to these resolutions as may be required or appropriate.

This Resolution by written consent shall be filed with the minutes of the Delaware Corporation.

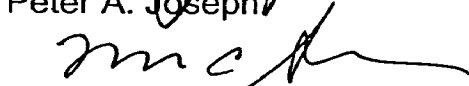
This Resolution may be executed in one or more counterparts.

Dated this 22nd date of June, 2007.

J. Robert Hall



Peter A. Joseph



Thomas C. Shull



Ed Lambert



Marcos Rodriguez

WISE FOODS, INC.

WRITTEN CONSENT OF DIRECTORS IN LIEU OF MEETING

The undersigned, being the directors of Wise Foods, Inc. a Delaware corporation (the "Delaware Corporation"), hereby waive all notice of time, place or purpose of a meeting and consent to, approve and adopt the following resolution without a meeting pursuant to Section 141(f) of the General Corporation Law of Delaware:

RESOLVED, that the Agreement of Merger between the Delaware corporation and Wise Foods Investments, Inc., a South Carolina corporation (the "South Carolina Corporation"), substantially in the form of the draft dated June 22, 2007 (the "Merger Agreement") and the performance of the transactions contemplated in the Merger Agreement, are hereby authorized and approved; and further

RESOLVED, that the South Carolina Corporation merge itself into the Delaware Corporation with the Delaware Corporation being the surviving corporation; and further

RESOLVED, that in accordance with 8 Del. C. § 103(d) the merger shall become effective upon the filing of the Certificate of Merger of Foreign Corporation into Domestic Corporation (the "Certificate of Merger") with the Secretary of State of the State of Delaware or at such later time as shall be specified in the Certificate of Merger (the "Effective Time"); and further

RESOLVED, that at the Effective Time, by virtue of the merger and without any action on the part of the holders thereof, each share of common stock, par value \$0.01 per share of the South Carolina Corporation outstanding immediately prior to the Effective Time shall be cancelled and retired and no payment shall be made with respect thereto.

RESOLVED, that each Officer of the Delaware Corporation is hereby authorized and directed to take any and all actions in the name of the Delaware Corporation to effectuate or carry out the purposes and intent of the foregoing resolutions and each of them hereby is authorized and directed to negotiate, execute and deliver any other agreement, document or certificate to be executed in connection with the transactions contemplated by the Merger Agreement with such changes in, deletions from and modifications or additions as any of such officers or designee shall approve, his or their execution thereof to be conclusive evidence of such approval, and take, or cause to be taken, such other or further action as may be necessary, desirable or appropriate to carry out the foregoing; and further

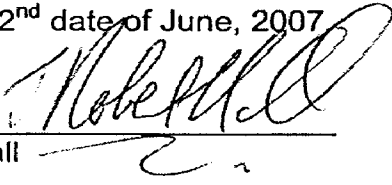
RESOLVED, that all action heretofore taken by any of the directors, officers, representatives or agents of the Delaware Corporation in connection with the transactions contemplated by the Merger Agreement are hereby ratified, confirmed and approved in all respects as the actions and deeds of the Delaware Corporation; and further

RESOLVED, that further enabling resolutions may be appended to these resolutions as may be required or appropriate.

This Resolution by written consent shall be filed with the minutes of the Delaware Corporation.

This Resolution may be executed in one or more counterparts.

Dated this 22nd date of June, 2007



J. Robert Hall

Ed Lambert

Peter A. Joseph

Marcos Rodriguez

Thomas C. Shull

WISE FOODS, INC.

WRITTEN CONSENT OF THE SOLE STOCKHOLDER IN LIEU OF MEETING

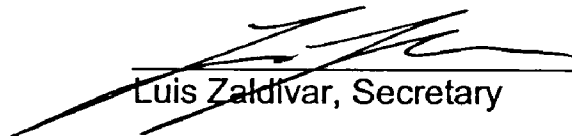
The undersigned, being the sole stockholder of Wise Foods, Inc. a Delaware corporation (the "Delaware Corporation"), hereby waives all notice of time place or purpose of a meeting and consents to, approves and adopts the following resolution without a meeting pursuant to Section 228(a) of the General Corporation Law of Delaware.

RESOLVED, that Wise Foods Investments, Inc., a South Carolina corporation (the "South Carolina Corporation") be merged into the Delaware Corporation and thereafter the Delaware Corporation shall be the surviving corporation.

This Consent shall be filed with the minutes of the Delaware Corporation.

Dated this 22nd day of June, 2007.

PEP SNACK FOODS, INC.



Luis Zaldivar, Secretary

WISE FOODS INVESTMENTS, INC.

WRITTEN CONSENT OF THE SOLE STOCKHOLDER IN LIEU OF MEETING

The undersigned, being the sole stockholder of Wise Foods Investments, Inc., a South Carolina corporation (the "South Carolina Corporation"), hereby waives all notice of time, place or purpose of a meeting and consents to, approves and adopts the following resolution without a meeting pursuant to Section 33-7-104 of the Code of Laws of South Carolina:

RESOLVED, that the South Carolina Corporation be merged into Wise Foods, Inc., a Delaware corporation (the "Delaware Corporation") and thereafter the Delaware corporation shall be the surviving corporation.

This Consent shall be filed with the minutes of the South Carolina Corporation.

Dated this 22nd day of June, 2007.

WISE FOODS, INC.


Luis Zaldivar, Secretary