

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Dairy Fresh Products Company		12/01/1998	COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	DPI-Dairy Fresh, Inc.		
<b>Street Address:</b>	601 Rockefeller Avenue		
<b>City:</b>	Ontario		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	91761		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2135928		
Registration Number:	2109108		
Registration Number:	2109119	SANTA BARBARA CREAMERY CO.	
Registration Number:	2090969	MARIA MASCONI'S	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(404)572-6999		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	404-572-6600		
Email:	trademarks@pogolaw.com		
Correspondent Name:	John Bush		
Address Line 1:	1401 West Peachtree Street NW		
Address Line 2:	14th Floor		
Address Line 4:	Atlanta, GEORGIA 30309-3488		
ATTORNEY DOCKET NUMBER:	51000.00143		
NAME OF SUBMITTER:	John Bush		

**CH \$115.00 2135928**

Signature:	/John Bush/
Date:	04/01/2009
<b>Total Attachments: 9</b> source=Dairy Fresh Products Company#page1.tif source=Dairy Fresh Products Company#page2.tif source=Dairy Fresh Products Company#page3.tif source=Dairy Fresh Products Company#page4.tif source=Dairy Fresh Products Company#page5.tif source=Dairy Fresh Products Company#page6.tif source=Dairy Fresh Products Company#page7.tif source=Dairy Fresh Products Company#page8.tif source=Dairy Fresh Products Company#page9.tif	

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "DPI-DAIRY FRESH, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE ELEVENTH DAY OF JANUARY, A.D. 1989, AT 2 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "FDP (CALIFORNIA) CORPORATION" TO "DAIRY FRESH PRODUCTS COMPANY", FILED THE TWENTY-FOURTH DAY OF APRIL, A.D. 1989, AT 10:01 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "DAIRY FRESH PRODUCTS COMPANY" TO "DPI-DAIRY FRESH, INC.", FILED THE FIRST DAY OF DECEMBER, A.D. 1998, AT 2 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "DPI-DAIRY FRESH, INC."

2184142 8100H

081245489



You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7056657

DATE: 12-31-08

TRADEMARK  
REEL: 003965 FRAME: 0103

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739011020  
CERTIFICATE OF INCORPORATION  
OF  
FDP (CALIFORNIA) CORPORATION

FILED

JAN 11 1989

*[Signature]* JPM  
SECRETARY OF STATE

Article I

NAME

The name of the corporation is FDP (CALIFORNIA) CORPORATION.

Article II

REGISTERED OFFICE AND AGENT

The address of the registered office of the corporation in the State of Delaware is 1209 Orange Street, in the city of Wilmington, County of New Castle. The name of the registered agent of the corporation at such address is The Corporation Trust Company.

Article III

PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

Article IV

AUTHORIZED CAPITAL

The total number of shares of stock which the corporation is authorized to issue is three thousand; all of such shares shall be without par value.

Article V

ELECTION OF DIRECTORS

The election of directors of the corporation need not be by written ballot.

Article VI

BYLAWS

The Board of Directors of the corporation shall have the power to adopt, amend or repeal the bylaws of the corporation.

Article VII

PERSONAL LIABILITY OF DIRECTORS AND INDEMNIFICATION

Section 1. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. If the Delaware General Corporation Law is amended after approval by the stockholders of this Article VII to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of this Section by the stockholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Section 2. (i) Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is a legal representative, is or was a director, officer or employee of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans (hereinafter, an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the corporation to the fullest extent authorized by the Delaware General Corporation Law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said Law permitted the corporation to provide prior to such amendment), against all expense, liability and loss (including

attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators; provided, however, that, except as provided in paragraph (ii) hereof with respect to proceedings to enforce rights to indemnification, the corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the corporation. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter, an "advancement of expenses"); provided, however, that, if the Delaware General Corporation Law requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnitee, including, without limitation, service to an employee benefit plan), in advance of the final disposition of a proceeding, shall be made only upon delivery to the corporation of an undertaking (hereinafter, an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter, a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise, and, provided further, that an advancement of expenses incurred by an employee other than a director or officer in advance of the final disposition of a proceeding shall be made, unless otherwise determined by the Board of Directors, only upon delivery to the corporation of an undertaking by or on behalf of such employee to the same effect as any undertaking required to be delivered by a director or officer.

(ii) If a claim under paragraph (i) of this Section is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expense of prosecuting or defending such suit. In any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnitee to enforce a right to an advancement of expenses), it shall be a defense

that, and in any suit by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking the corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met the applicable standard of conduct set forth in the Delaware General Corporation Law. Neither the failure of the corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the Delaware General Corporation Law, nor an actual determination by the corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee to enforce a right to an advancement of expenses, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Section or otherwise shall be on the corporation.

(iii) The rights to indemnification and to the advancement of expenses conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

(iv) The corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.

(v) The corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any agent of this corporation to the fullest extent to the provisions of this Section with respect to the indemnification and advancement of expenses of directors, officers and employees of the corporation.

Article VIII

INCORPORATOR

The name and mailing address of the incorporator of the corporation is as follows:

<u>Name</u>	<u>Mailing Address</u>
T. L. Ford	Corporation Trust Center 1209 Orange Street Wilmington, Delaware 19801

\* \* \* \* \*

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly, have hereunto set my hand this 11th day of January, 1989.



\_\_\_\_\_  
T. L. Ford  
Sole Incorporator



739114018

FDP (CALIFORNIA) CORPORATION

CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION

FILED

APR 24 1989

10:01  
*[Signature]*  
SECRETARY OF STATE

FDP (California) Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: That by Unanimous Consent of the Board of Directors of FDP (California) Corporation dated the 23 day of March, 1989 resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of this corporation, declaring said amendment to be advisable and directing its submission to the Sole Stockholder of this corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that, subject to the approval of the Sole Stockholder of the Corporation, the Certificate of Incorporation of the Corporation be amended by changing the first Article thereof so that, as amended, said Article shall read as follows: "The name of the Corporation is Dairy Fresh Products Company."


SECOND: That thereafter, pursuant to resolution of its Board of Directors, and by Consent of the Sole Stockholder dated the 23 day of March, 1989 in accordance with Section 228 of the General Corporation law of the State of Delaware, the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

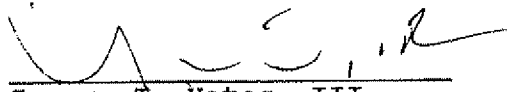
FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by Rodney Bell, its President, and George T. Yates, III, its Secretary, this 24 day of March, 1989.

FDP (CALIFORNIA) CORPORATION

By:   
\_\_\_\_\_  
Rodney Bell  
President

ATTEST:

  
\_\_\_\_\_  
George T. Yates, III  
Secretary

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
DAIRY FRESH PRODUCTS COMPANY

The undersigned, being the holder of record of all outstanding capital stock of Dairy Fresh Products Company (the "Corporation"), does hereby certify that:

1. The name of the Corporation is Dairy Fresh Products Company.
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof in its entirety and by substituting in lieu of such Article the following:

ARTICLE I

NAME

The name of the corporation is DPI-Dairy Fresh, Inc.

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware (the "GCL"), and this Certificate has been duly executed as of the 20<sup>th</sup> day of November, 1998, in accordance with the provisions of Section 103(a)(2)d of the GCL.

DISTRIBUTION PLUS, INC

By 

Patrick Langan  
Secretary