

09-29-2009

10-09-2009



To the Director of the U. S. Pt

103575471

103576832

9/28/09

1 Name of conveying party(ies):

Bascom Food Products Corporation (former name)

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- 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) September 2009

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

2. Name and address

Additional names addresses or citizenship attached? Yes No

Name: Bascom Corporation
 Internal Address: _____
 Address: _____
 Street Address: 495 River Street
 City: Paterson
 State: New Jersey
 Country: USA Zip: 07524

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship
- 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)

GEMINI

1,532,198

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: Joseph Dunn, Esq
 Internal Address: _____
Dunn Lambert, LLC
 Street Address: The Atrium
East 80 Route 4
 City: Paramus
 State: New Jersey Zip: 07652
 Phone Number: 201-291-0700
 Fax Number: 201-291-0140
 Email Address: jdunn@jbidale.com

6. Total number of applications and registrations involved:

-1-

7. Total fee (37 CFR 2 6(b)(6) & 3 41) \$40.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment information:

SEP 28

Deposit Account Number _____
 Authorized User Name _____

9. Signature:

Signature
 John A. Fressie, President
 Name of Person Signing

September 21, 2009
Date

Total number of pages including cover sheet attachments and document

8

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

09/29/2009 DBYRNE 00000003 1532198

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40.00 OP

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "BASCOM CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

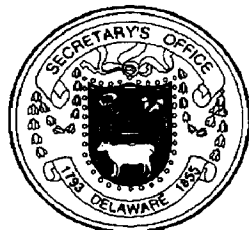
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1989, AT 9 O'CLOCK A.M.

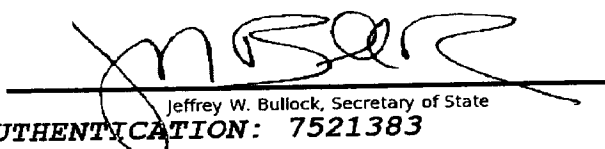
CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "BASCOM FOOD PRODUCTS CORPORATION" TO "BASCOM CORPORATION", FILED THE EIGHTH DAY OF JUNE, A.D. 1990, AT 9 O'CLOCK A.M.

0804003 8100X

090847554



You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7521383

DATE: 09-11-09

TRADEMARK
REEL: 004077 FRAME: 0265

689363052

FILED

DEC 29 1985

RESTATED CERTIFICATE OF INCORPORATION
OF
BASCOM FOOD PRODUCTS CORPORATION

9/20
[Signature]
SECRETARY OF STATE

(Pursuant to Section 242 and 245 of the General Corporation Law of Delaware)

1. The name of the Corporation is BASCOM FOOD PRODUCTS CORPORATION.
2. The Corporation's original Certificate of Incorporation was filed with the Delaware Secretary of State on July 26, 1974 and it was restated on December 30, 1985.
3. This Restated Certificate of Incorporation and the amendments affected by it were duly adopted by consent of the Board of Directors and sole stockholder of the Corporation in accordance with the provisions of Section 245 of the General Corporation Law of Delaware.
4. The capital of the Corporation is not being reduced by the amendments contained in this Restated Certificate of Incorporation.
5. As restated and amended by this certificate, the text of the Corporation's Certificate of Incorporation is as follows:

"FIRST: The name of the Corporation is:

BASCOM FOOD PRODUCTS CORPORATION

SECOND: The registered office of the Corporation is located at 32 Loockerman Square, Ste. L-100, in the city of Dover, County of Kent, State of Delaware. The name of its registered agent at that address is United States Corporation Company.

THIRD: 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 Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares which shall be designated common stock having par value of \$1.00 per share.

FIFTH: The following corporate actions may be approved only by a meeting of the stockholders of the Corporation duly called and held upon at least 20 days written notice of the time, place and purpose of the meeting, mailed to each stockholder at his address as it appears in the records of the Corporation:

1. Any amendment of the Certificate of Incorporation except an amendment to change the name of the Corporation;
2. The merger or consolidation of the Corporation;
3. The sale, lease or exchange of all or substantially all of the property and assets of the Corporation, including its good will and its corporate franchises;
4. The dissolution of the Corporation; and

TRADEMARK

REEL: 004077 FRAME: 0266

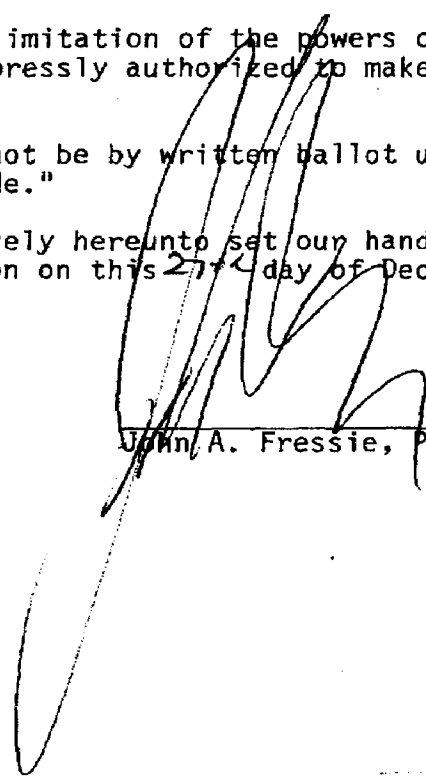
5. The liquidation of the Corporation.

SIXTH: Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of this Corporation or any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such a manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation.

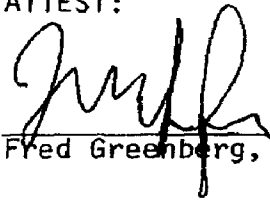
EIGHTH: Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide."

IN WITNESS WHEREOF, we have respectively hereunto set our hands as President and Secretary of the Corporation on this 27th day of December, 1989.



John A. Fressie, President

ATTEST:



Fred Greenberg, Secretary

Pursuant to Sections 252 and 103 of the General Corporation Law of the State of Delaware, Bascom Food Products Corporation and Meadowlands Food Products, Inc. do hereby file this Certificate of Merger evidencing the Agreement of Merger of the two corporations entered into on the 23rd day of May, 1990.

FIRST: Meadowlands Food Products, Inc. ("Meadowlands"), a New Jersey corporation, is hereby merged into Bascom Food Products Corporation ("Bascom"), a Delaware corporation, with the surviving corporation being called "Bascom Corporation".

SECOND: Except as set forth in ARTICLE FIRST hereof, the Certificate of Incorporation of the surviving corporation, Bascom, shall be the Certificate of Incorporation of the merged corporations. ARTICLE FIRST of the Certificate of Incorporation shall be amended to read:

"FIRST: The name of the Corporation is:

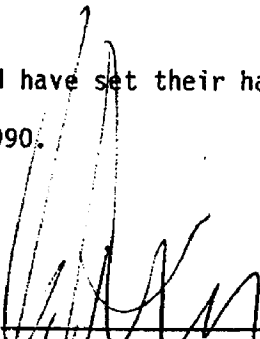
BASCOM CORPORATION."

THIRD: Each issued and outstanding share of stock of Meadowlands shall be exchanged for \$1.00 and all shares of Meadowlands shall thereupon be extinguished in the merger with the capital stock of Bascom being unchanged after the merger.

FOURTH: The Agreement of Merger of Meadowlands into Bascom (the "Agreement of Merger") was approved by written consent in accordance with Section 228 and Section 252 of the General Corporation Law of the State of Delaware by the Boards of Directors and stockholders of Meadowlands and Bascom.

FIFTH: The executed Agreement of Merger is on file in the offices of Bascom at 495 River Street, Paterson, New Jersey. A copy of the Agreement of Merger will be furnished by Bascom on request and without cost to any stockholder of Meadowlands or Bascom.

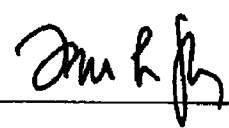
IN WITNESS WHEREOF, the undersigned have set their hands and the corporate seals this 23rd day of May 1990.



John A. Fressie, President
Bascom Food Products Corporation

(SEAL)

ATTEST:



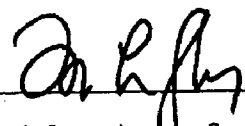
Fred Greenberg, Secretary



John A. Fressie, President
Meadowlands Food Products, Inc.

(SEAL)

ATTEST:



Fred Greenberg, Secretary