

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/20/2000		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	BOCA FOODS COMPANY		12/13/2000
			Entity Type
			CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	BOCA FOODS COMPANY		
Street Address:	910 Mayer Avenue		
City:	Madison		
State/Country:	WISCONSIN		
Postal Code:	53704		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2898484	BOCA
CORRESPONDENCE DATA			
Fax Number:	(847)646-5101		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	847-646-2000		
Email:	trademark@kraft.com		
Correspondent Name:	Betsy Rossner		
Address Line 1:	Three Lakes Drive		
Address Line 4:	Northfield, ILLINOIS 60093		
ATTORNEY DOCKET NUMBER:	66691 BOCA		
NAME OF SUBMITTER:	Betsy Rossner		
Signature:	/Betsy Rossner/		

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**TRADEMARK
 REEL: 004308 FRAME: 0900**

Date:

11/02/2010

Total Attachments: 9

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 20, 2000

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

The Articles of Merger were filed on December 20, 2000, effective December 30, 2000, for BOCA HOLDINGS, INC., the surviving Delaware corporation not authorized to transact business in Florida.

Should you have any further questions regarding this matter, please feel free to call (850) 487-6050, the Amendment Filing Section.

Annette Ramsey
Corporate Specialist
Division of Corporations

Letter Number: 900A00063947

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

TRADEMARK

REEL: 004308 FRAME: 0902

12/30/00

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FILED
DEC 20 PM 4:01
STATE
TALLAHASSEE, FLORIDA

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Boca Holdings, Inc. Three Lakes Drive Northfield, IL 60093	Delaware

SECOND: The name and jurisdiction of the merging corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
Boca Foods Company 910 Mayer Avenue Madison, WI 53704	Florida



THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on December 30, 2000.

FIFTH: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 13, 2000.

SIXTH: The Plan of Merger was adopted by the sole shareholder of the merging corporation on December 13, 2000.

SEVENTH: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Name & Title</u>	<u>Signature</u>
Baker Armstrong, Inc.	Theodore L. Banks Vice President	
Boca Foods Company	Theodore L. Banks Vice President	

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Boca Holdings, Inc.	Delaware

The name and jurisdiction of each subsidiary corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Boca Foods Company	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation, or in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property is as follows:

Upon the effective date of the Merger the outstanding shares of Boca Foods Company shall, by virtue of the Merger, automatically be canceled and retired and no payment shall be made with respect thereto and the then outstanding shares of Boca Holdings, Inc. shall remain outstanding and unchanged.

Other provisions relating to the merger are as follows:

The Surviving Corporation shall possess all the rights, privileges, powers and franchises both public and private of Boca Foods Company and shall also succeed to all property (real, personal and mixed) and all debts due on whatever account, including choses in action, and all and every other interest belonging to or due to Boca Foods Company. The Surviving Corporation expressly agrees to assume, perform and be responsible and liable for all debts, liabilities, obligations and duties of Boca Foods Company, with the effect set forth in Section 259 of the Delaware General Corporation Law, as amended ("Delaware Law").

The Restated Certificate of Incorporation of Boca Holdings, Inc., a Delaware corporation, the surviving corporation, shall be the Restated Certificate of Incorporation of the surviving corporation except that Article FIRST is amended to read as follows:

"FIRST: The name of the Corporation is

BOCA FOODS COMPANY

Boca Foods-Boca Holdings Merger

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:


"BOCA FOODS COMPANY", A FLORIDA CORPORATION,

WITH AND INTO "BOCA HOLDINGS, INC." UNDER THE NAME OF "BOCA FOODS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTIETH DAY OF DECEMBER, A.D. 2000, AT 1:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF DECEMBER, A.D. 2000.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

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AUTHENTICATION: 0872069

DATE: 12-21-00

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CERTIFICATE OF MERGER

OF

BOCA FOODS COMPANY

INTO

BOCA HOLDINGS, INC.

Pursuant to Section 252 of the
General Corporation Law of the State of Delaware
(Effective December 30, 2000)

BOCA HOLDINGS, INC, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: The corporation was incorporated on February 6, 1997, pursuant to the General Corporation Law of the State of Delaware.

SECOND: The Plan and Agreement of Merger of Boca Foods Company (a Florida corporation) with and into Boca Holdings, Inc. (a Delaware corporation) has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The Corporation owns all of the 1,000 outstanding shares of capital stock with a par value of \$1.00 per share of Boca Foods Company, a corporation incorporated on July 13, 1994 pursuant to the laws of the State of Florida.

FOURTH: The Corporation, by the following resolutions adopted by unanimous written consent of its members, filed with the minutes of the Board of Directors, effective the 30th day of December, 2000, determined to merge with and into itself said Boca Foods Company, upon the terms and conditions therein set forth:

RESOLVED, that the Corporation merge with and into itself Boca Foods Company, a corporation organized and existing under the laws of the State of Florida, with the Corporation being the surviving corporation in such merger (the "Merger"), on the terms set forth in the Plan of Merger attached hereto as Exhibit A and incorporated herein and made a part hereof by this reference (the "Plan of Merger"); and further

RESOLVED, that the Merger be effective on December 30, 2000; and further

RESOLVED, that upon the effectiveness of the Merger, the Corporation assume all of the liabilities and obligations of Boca Foods Company; and further

RESOLVED, that the proper officers of the Corporation and its counsel, and each of them, be, and they hereby are authorized to take all such further action, to execute and deliver all such further agreements, instruments and certificates in the name of and on behalf of the Corporation, under its corporate seal or otherwise, as may be deemed necessary or desirable in order to fully carry out the intent and accomplish the purposes and intent of the foregoing resolutions; and further

RESOLVED, that any and all actions heretofore or hereafter taken by such officer or officers within the terms of the foregoing resolutions be, and they hereby are, adopted, accepted, ratified and approved in all respects as the act and deed of the Corporation.

FIFTH: That the name of the surviving corporation of the merger is Boca Holdings, Inc.

SIXTH: That Restated Certificate of Incorporation of Boca Holdings, Inc., a Delaware corporation, the surviving corporation, shall be the Restated Certificate of Incorporation of the surviving corporation except that Article FIRST is amended to read as follows:

"FIRST: The name of the Corporation is

BOCA FOODS COMPANY

SEVENTH: That the executed Plan and Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is Three Lakes Drive, Northfield, IL 60093.

EIGHTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

Dated: December 14, 2000

BOCA HOLDINGS, INC.

By



Theodore L. Banks
Vice President

ATTEST:

By:



Deborah L. Galvin
Assistant Secretary

Exhibit A

PLAN OF MERGER

OF

**Boca Foods Company
(a Florida corporation)**

WITH AND INTO

**Boca Holdings, Inc.
(a Delaware corporation)**

WHEREAS, Boca Holdings, Inc. (hereinafter referred to as "BOCA" or the "Surviving Corporation") is a corporation duly organized and existing under the laws of the State of Delaware, having been incorporated on February 6, 1997, by a Certificate of Incorporation filed with the Secretary of State and recorded in the Office of the Recorder of Deeds of the County of New Castle, Delaware, on that date; said Certificate of Incorporation having been amended from time to time thereafter and restated; the registered office of BOCA in the State of Delaware is located at 1209 Orange Street, in the city of Wilmington, County of New Castle, and the name of its registered agent at such office is The Corporation Trust Company; and

WHEREAS, Boca Foods Company (hereinafter referred to as ("BFC" or the "Merging Corporation") is a corporation duly organized and existing under the laws of the State of Florida, having been incorporated on July 13, 1994, by Articles of Incorporation filed with the Secretary of State, said Certificate of Incorporation having been amended from time to time thereafter; the registered office of BFC in the State of Florida is located at 1200 South Pine Island Road, in the city of Plantation, and the name of its registered agent at such office is C T Corporation System; and

WHEREAS, BOCA has an authorized capitalization consisting of 1,000 shares of Common Stock, par value \$1.00 per share BOCA Common Stock"), of which 1,000 shares have been validly issued and are outstanding as of the date hereof; and

WHEREAS, BFC has an authorized capitalization consisting of 1,000 shares of Common Stock, par value \$1.00 per share ("BFC Common Stock"), of which 1,000 shares have been validly issued to BOCA and are outstanding as of the date hereof; and

WHEREAS, the Board of BOCA deems it desirable, upon the terms and subject to the conditions herein stated, that BFC be merged with and into BOCA and that BOCA be the surviving corporation.

NOW, THEREFORE:

Section 1

Terms

- 1.1 On the effective date of the Merger (as hereinafter defined), BFC shall be merged with and into BOCA with BOCA as the Surviving Corporation.

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- 1.2 Upon the effective date of the Merger the then outstanding shares of BFC Common Stock shall, by virtue of the Merger, automatically be canceled and retired and no payment shall be made with respect thereto and the then outstanding shares of BOCA Common Stock shall remain outstanding and unchanged.

Section 2

Effect of the Merger

The Surviving Corporation shall possess all the rights, privileges, powers and franchises both public and private of BFC and shall also succeed to all property (real, personal and mixed) and all debts due on whatever account, including choses in action, and all and every other interest belonging to or due to BFC. The Surviving Corporation expressly agrees to assume, perform and be responsible and liable for all debts, liabilities, obligations and duties of BFC, with the effect set forth in Section 259 of the Delaware General Corporation Law, as amended ("Delaware Law").

Section 3

Effective Date of the Merger

The Merger shall become effective on the time and date specified in the Certificate of Merger to be filed with the Secretary of State of the State of Delaware, herein sometimes referred to as the "Effective Time".

Section 4

Certificate of Incorporation and By-Laws

- 4.1 The Restated Certificate of Incorporation of BOCA, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation immediately after the Effective Time and shall continue thereafter to be its Certificate of Incorporation until amended as provided therein.
- 4.2 The By-Laws of BOCA in effect on the effective date of the Merger shall be the By-Laws of the Surviving Corporation, to remain unchanged until amended in accordance with the provisions thereof and of applicable law.

Section 5

Amendment and Termination

At any time prior to the Effective Time this Agreement may be terminated or amended by the Board of Directors of BOCA to the extent permitted by Delaware law.

Section 6

Taking of Necessary Action; Further Action

BOCA and BFC shall use all reasonable efforts to take all such action as may be necessary or appropriate in order to effectuate the Merger as promptly as possible. If, at any time after the Effective Time, any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, immunities, powers and franchises of BFC, the directors and officers of the Surviving Corporation are fully authorized in the name of BFC to take, and shall take, all such action.

The foregoing Plan of Merger was duly adopted by the Board of Directors of BOCA on December 13, 2000.

boca merger plan.doc