

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/01/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Entity Type		
	Southeast Asia Food, Inc.		04/18/2011
	CORPORATION: PHILIPPINES		
RECEIVING PARTY DATA			
Name:	Nutri-Asia, Inc.		
Street Address:	12th Floor, Centerpoint Building		
Internal Address:	J. Vargas Avenue corner Gamet Street, Ortigas Center		
City:	Pasig City		
State/Country:	PHILIPPINES		
Entity Type:	CORPORATION: PHILIPPINES		
PROPERTY NUMBERS Total: 5			
	Property Type	Number	Word Mark
	Serial Number:	85090385	DATU PUTI PINOY KURAT SPICED TUBA VINEGAR
	Registration Number:	2314708	DATU PUTI
	Registration Number:	2436301	MANG TOMAS
	Registration Number:	2309434	MANG TOMAS
	Registration Number:	2314707	
CORRESPONDENCE DATA			
Fax Number:	(713)456-2836		
Phone:	7135713400		
Email:	tmdocket@novakdruce.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Jeffrey Morgan		
Address Line 1:	Novak Druce + Quigg LLP		
Address Line 2:	1000 Louisiana Street, 53rd Street		

OP \$140.00 85090385

Address Line 4: Houston, TEXAS 77002

ATTORNEY DOCKET NUMBER: 19744.0013.TMUS00

**DOMESTIC REPRESENTATIVE**

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER: Jeffrey Morgan

Signature: /jeffreymorgan/

Date: 01/05/2012

**Total Attachments: 9**

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ACC. MARIANO L. CELIS II  
Corporate Secretary  
Date: 4 JUN 2011

ARTICLES OF MERGER  
OF  
NUTRI-ASIA, INC.  
and  
SOUTHEAST ASIA FOOD, INC.



KNOW ALL MEN BY THESE PRESENTS:

Pursuant to the provisions of Section 78 of the Corporation Code of the Philippines (hereinafter referred to as the "Corporation Code"), the undersigned corporations have each adopted and hereby executed the following Articles of Merger for the purpose of Merging Southeast Asia Food, Inc. into Nutri-Asia, Inc. ("Constituent Corporations").

ARTICLE I. Plan and Agreement of Merger

The Plan and Agreement of Merger which is attached hereto as Annex "A" was approved by the affirmative vote of the stockholders owning or representing at least seventy five percent (75%) of the outstanding capital stock of the Constituent Corporations at separate meetings held on March 31, 2011 duly called for the purpose in accordance with and in manner prescribed in Sections 76 to 77 of the Corporation Code.

ARTICLE II. Total Number of Outstanding Shares

a. The total number of outstanding shares of each of the Constituent Corporations are:

<u>Name of Corporation</u>	<u>Total Outstanding Shares</u>	<u>Par Value Per Share</u>
Nutri-Asia, Inc.	6,300,000	P. 10.00
Southeast Asia Food, Inc.	2,674,518 (net of Treasury Shares)	P100.00

Asst. Corporate Secretary  
Date: 14 JUN 2011

b. The number of outstanding shares of the Constituent Corporations voting in favor of the Merger in the special meetings of stockholders duly called for the purpose are:

<u>Name of Corporation</u>	<u>Total Outstanding Shares</u>	<u>Par Value Per Share</u>
Nutri-Asia, Inc.	6,300,000	P 10.00
Southeast Asia Food, Inc.	2,674,518	P100.00

c. None of the outstanding shares of the Constituent Corporations voted against the Merger.

IN WITNESS WHEREOF, the duly authorized representatives of the Constituent Corporations have executed these Articles of Merger this \_\_\_\_ day of 18 APR 2011 in Pasig City, Philippines.

NUTRI-ASIA, INC.


By:

 Emmanuel Ramon C. Lorenzana  
President

SOUTHEAST ASIA FOOD, INC.

By:

 Emmanuel Ramon C. Lorenzana  
President

 Genaro D. Reyes  
Treasurer

MARIANO L. CELIS II  
Accy. Corporate Secretary  
Date: 14 JUN 2011

Signed in the Presence of:



**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES)  
Pasig City, ) S.S.

BEFORE ME, a Notary Public for and the City of Pasig, on this 10 APR 2011 day of 10 APR 2011; in Pasig City, Philippines, personally appeared the following:


<u>Name</u>	<u>Identification Document</u>	<u>Date/Place Issued</u>
Nutri-Asia, Inc. By:		
Emmanuel Ramon C. Lorenzana	TIN: 101-777-042	
Mariano L. Celis II Southeast Asia, Food, Inc. By:	TIN: 117-000-352	
Emmanuel Ramon C. Lorenzana	TIN: 101-777-042	
Genaro D. Reyes	TIN: 131-020-062	

both known to me and to me known to be the same persons who executed the foregoing Articles of Merger and they acknowledged to me that the same is their free and voluntary act and deed and the free and voluntary act of the Corporations represented herein:

WITNESS MY HAND AND SEAL on the date and at the place first above written.

Doc. No. 81;  
Page No. 18;  
Book No. XIV;  
Series of 2011.

AED/gen.nal.saf.articles of merger.3.3.11

  
JOSE PAOLO L. BRILLANTES  
Notary Public

Until December 31, 2011 / Pasig City / Appt. No. 13  
Attorney's Roll No. 42241 / TIN 024-626-078  
MCLE Certificate of Completion No. III-0006061  
PTR No. 6314321 / 01-3-2011 / Pasig City  
IBF No. 841988 / 01-10-2011 / RSM Chapter  
15/F Strata 2009 Bldg., F. Ortigas Jr. Road, Ortigas Ctr., Pasig City  
Tel. No. 631-8621 / Fax No. 631-7686 / Email Add: dgotlaw@yahoo.com

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REEL: 004695 FRAME: 0259

MARIANO L. CELIS II  
Atty. Corporate Secretary

Date: 14 JUN 2011

## PLAN AND AGREEMENT OF MERGER

KNOW ALL MEN BY THESE PRESENTS:

This Plan and Agreement of Merger, made and entered into by and between:

**NUTRI-ASIA, INC. (doing business under the name and style of UFC Philippines)**; a corporation organized and existing by virtue of Philippine laws, having its principal office at 12<sup>th</sup> Floor, Centerpoint Building, J. Vargas Avenue corner Garnet Street, Ortigas Center, Pasig City, duly represented by its President, **EMMANUEL RAMON C. LORENZANA** hereinafter referred to as the "SURVIVING CORPORATION";

- and -

**SOUTHEAST ASIA FOOD, INC.**, a corporation organized and existing by virtue of Philippine laws, having its principal office at 12<sup>th</sup> Floor, Centerpoint Building, J. Vargas Avenue corner Garnet Street, Ortigas Center, Pasig City, duly represented by its President, **EMMANUEL RAMON C. LORENZANA** and Treasurer, **GENARO D. REYES**, hereinafter referred to as the "ABSORBED CORPORATION".

WITNESSETH, That:

WHEREAS:

1. The SURVIVING CORPORATION is duly registered with the Securities and Exchange Commission (SEC), and has an authorized capital stock of One Hundred Million Pesos (P100,000,000.00) divided into Ten Million (10,000,000) shares with a par value of Ten Pesos (P10.00) per share. The total capital stock issued and outstanding of the SURVIVING CORPORATION amounts to Sixty Three Million Pesos (P63,000,000.00).
2. The ABSORBED CORPORATION is likewise duly registered with the SEC, and has an authorized capital stock of Two Hundred Eighty Five Million Pesos (P285,000,000.00) divided into Two Million Eight Hundred Fifty (2,850,000) shares with a par value of One Hundred Pesos (P100.00) per share. The total capital stock issued and outstanding amounts to Two Hundred Seventy Nine Million Six Hundred Ten Thousand Eight Hundred Pesos (P279,610,800.00), inclusive of Treasury Shares worth One Hundred Ninety Eight Million Eighty Two Thousand Three Hundred Fifty Four Pesos (P198,082,354.00).
3. A merger between the two corporations, is desirable and advantageous to both and their respective shareholders for the following business reasons:

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REEL: 004695 FRAME: 0260

MARIANO L. CELIS II  
Asst. Corporate Secretary  
Date: 14 JUN 2011

1. The integration of the administrative facilities of the constituent corporations will result in economies of scale and efficiency of operations;
2. The consolidation of the assets of the constituent corporations will allow the procurement of financing and credit facilities under more favorable terms; and
3. The merger will make possible the more productive use of the properties of the constituent corporations.
4. Pursuant to Sections 76 to 80 of the Corporation Code of the Philippines, the stockholders of the constituent corporations and their respective Board of Directors, for reasons set forth above, deemed it advisable to merge into a single corporation and, therefore, approved and adopted this plan and Agreement of Merger.

**NOW, THEREFORE**, in consideration of the mutual covenants and premises herein contained, the parties hereto agree that the SURVIVING CORPORATION and the ABSORBED CORPORATION shall be and they are hereby merged into a single corporation under the laws of the Philippines, and that the terms and conditions of the Plan and Agreement of Merger hereby agreed upon and the method of carrying the same into effect are as follows:

I. The name of the company that is to survive the foregoing merger is **NUTRI-ASIA, INC. (doing business under the name and style of UFC Philippines)** and its existence shall continue after the foregoing merger, as a corporation incorporated under the laws of the Philippines.

II. The principal office or place of business shall remain in Metro Manila, Philippines.

III. The By-Laws of the SURVIVING CORPORATION in existence on the effective date of this Plan and Agreement of Merger shall remain the By-Laws of the merged corporations.

IV. The manner and basis of converting the shares of the ABSORBED CORPORATION into shares of the SURVIVING CORPORATION shall be as follows:

- 1) Based on the audited financial statement of the ABSORBED CORPORATION as of December 31, 2010, the ABSORBED CORPORATION will exchange all its assets, net of liabilities and obligations for such number of common shares of the SURVIVING CORPORATION at the exchange ratio of ten (10) shares of SURVIVING CORPORATION at par value of P10.00 per share for every one share worth P100.00 par value of the ABSORBED CORPORATION, except that no fractional share shall be issued. The total shares to be issued shall be Twenty Two Million Eight Hundred Sixty Three Thousand Eight Hundred Eighty (22,863,880).

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REEL: 004695 FRAME: 0261

MARIANO L. CELIS II  
 Atty. Corporate Secretary  
 Date: 14 JUN 2011

- 2) The shareholders of the ABSORBED CORPORATION shall surrender their respective certificates of stocks and such stockholders shall receive in exchange therefore the certificates of stock of the SURVIVING CORPORATION representing the number of common shares of the SURVIVING CORPORATION which they are entitled under the preceding paragraph of this Plan and Agreement of Merger.
- 3) The assets will be transferred at the net asset value of the ABSORBED CORPORATION based on its audited financial statement as of December 31, 2010. The above valuation and exchange shall be subject to any adjustments the SEC may make in order that it may approve the merger.

V. In order to implement this Plan and Agreement of Merger, especially on the issuance of new shares in exchange for the share of the ABSORBED CORPORATION, the authorized capital stock of the SURVIVING CORPORATION shall be increased, and the Seventh Article of its Articles of Incorporation shall be amended to read as follows:

***"SEVENTH: - That the authorized capital stock of said corporation is Eight Hundred Million Pesos (P800,000,000.00), Philippine Currency, and said capital stock is divided into Eighty Million shares (80,000,000) with a par value of Ten Pesos (P10.00) each."***

After the merger, the stockholders of the SURVIVING CORPORATION with their respective shares are as follows:

<u>Name</u>	<u>No. of Shares Subscribed</u>	<u>Amount Subscribed</u>	<u>Amount Paid</u>
Nutricon, Inc. -	19,039,738	P 190,397,380.00	P190,397,380.00
NA Pacific Resources, Inc. -	12,318,342	123,183,420.00	123,183,420.00
Joselito D. Campos, Jr. -	996	9,960.00	9,960.00
Emmanuel Ramon C. Lorenzana -	1	10.00	10.00
Luis F. Alejandro -	1	10.00	10.00
Ang Tin Yu -	499	499.00	499.00
Alvin Lim -	1	10.00	10.00
Edgardo M. Cruz, Jr. -	1	10.00	10.00
Genaro D. Reyes -	963,671	9,636,710.00	9,636,710.00
Fil-Nutrients, Inc. -	3,552,630	35,526,300.00	35,526,300.00
Benjamin Sy -	145,580	1,455,800.00	1,455,800.00
Datu Holdings, Inc. -	8,900,000	89,000,000.00	89,000,000.00
Enriton Natural Food, Inc. -	8,217,400	82,174,000.00	82,174,000.00
Danilo D. Reyes -	542,300	5,423,000.00	5,423,000.00
Ismael D. Reyes -	542,300	5,423,000.00	5,423,000.00
<b>Total</b>	<b><u>54,223,460 shares</u></b>	<b><u>P542,234,600.00</u></b>	<b><u>P542,234,600.00</u></b>



VI. On the effective date of this Plan and Agreement of Merger, the separate existence of the ABSORBED CORPORATION (except in those cases where it may be continued by law) shall cease and its capital stock shall be cancelled. The ABSORBED CORPORATION shall be merged into the SURVIVING CORPORATION, in accordance with the provisions of this Plan and Agreement of Merger and the SURVIVING CORPORATION shall, without other transfers, succeed to and possess all the rights, privileges, franchises, of public as well as private nature, and powers, and be subject to all the restrictions and such duties of the ABSORBED CORPORATION, and all the properties (real, personal and mixed) easements, licenses, interest and all debts due to the ABSORBED CORPORATION, on whatever account, as well as, stock subscriptions, as all other things in action, belonging to the ABSORBED CORPORATION shall be vested in the SURVIVING CORPORATION, and all properties, rights privileges, powers and franchisees, leases, and all and every other interest as shown in the audited financial statements of the ABSORBED CORPORATION as of December 31, 2010, shall be thereafter as effectually the property of the SURVIVING CORPORATION as they were of the ABSORBED CORPORATION, provided however, that all rights of creditors and all liens upon any property of the ABSORBED CORPORATION shall be preserved unimpaired, and all debts, liabilities and duties of the ABSORBED CORPORATION shall thenceforth attach to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

It is understood, furthermore, that whatever assets may not have been reflected in the said audited financial statements of the ABSORBED CORPORATION as of December 31, 2010, or may have been omitted therefrom for any reason whatsoever, as well as, all other assets which may come into its possession or to which it may be entitled after the aforesaid date and until the approval of the merger by the SEC shall be deemed included in the conveyance, assignment and transfer. All transactions, gains, losses of ABSORBED CORPORATION after December 31, 2010 and before the approval of the merger by the SEC, shall already be for the account of the SURVIVING CORPORATION.

VII. The ABSORBED CORPORATION hereby agree that it will execute and deliver all such deeds and other instruments and will take or cause to be taken such further or other actions as may be deemed necessary in order to vest or perfect in, or conform or record titles to or possession of all said properties, rights, privileges, powers and franchises and otherwise to carry out the purposes of this agreement.

WARIANO L. CELSII  
Corporate Secretary  
Date: 14 JUN 2011

VIII. On and after the effective date of this agreement, the SURVIVING CORPORATION hereby assumes all liability for all contracts, deed of trust, indentures, debts, obligations of any kind, liabilities and duties incurred by the ABSORBED CORPORATION, and all such shall, on and after such effective date, attach to the SURVIVING CORPORATION and be enforceable against it and its properties to the same extent as if incurred or contracted by it.

IX. The Parties shall immediately take all necessary corporate acts to implement their merger and shall promptly file and diligently prosecute application with the Securities and Exchange Commission for approval by that body of the merger and several assumption of liabilities contained in this agreement,

X. This Plan and Agreement of Merger shall become effective on July 1, 2011, provided that this merger has been approved by the SEC. Otherwise, the effectivity hereof shall be on the date of SEC approval.

IN WITNESS WHEREOF, the parties have caused this Plan and Agreement of Merger and signed in their respective corporate names by their officers duly authorized for this purpose on this day of 07 APR 2011, 2011 at Pasig City.

NUTRI-ASIA, INC.

By:

EMMANUEL RAMON C. LORENZANA  
President

SOUTHEAST ASIA FOOD, INC.

By:

EMMANUEL RAMON C. LORENZANA  
President

GENARO D. REYES  
Treasurer

TRADEMARK

REEL: 004695 FRAME: 0264

SIGNED IN THE PRESENCE OF:

Morales Alfonso

**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES)  
Pasig City ) S.S.

07 APR 2011 BEFORE ME, a Notary Public for and in Pasig City, this day of personally appeared the following:

<u>Name</u>	<u>Identification Document</u>	<u>Date/Place Issued</u>
Nutria-Asia, Inc. represented by:		
Emmanuel Ramon C. Lorenzana	TIN: 101-777-042 CTC No. _____	
Southeast Asia Food, Inc. represented by:		
Emmanuel Ramon C. Lorenzana	TIN: 101-777-042 CTC No. _____	
Genaro D. Reyes	TIN: 131-020-062 CTC No. _____	

all known to me and to me known to be the same persons who executed the foregoing instrument and they acknowledged to me that the same is their own free and voluntary acts and deeds as well as that of the corporation they represent.

This instrument consisting of five (5) pages including this page wherein this acknowledgment clause is written refers to a Plan and Agreement of Merger signed by the parties and their instrumental witnesses on each and every page thereof.

**WITNESS MY HAND AND SEAL** on the date and at the place first above written.

Doc. No. 36 ;  
Page No. 9 ;  
Book No. XIV ;  
Series of 2011.  
AED/MFM/plan-merger.nutriasia.sof

Jose Paolo I. Brillantes  
JOSE PAOLO I. BRILLANTES  
Notary Public  
Unit 1, P.O. Box 87, Pasig City / Appt. No. 13  
Attorney's Office / TIN 224-636-078  
MCLE Certificate No. III-0006061  
FTE No. 13-01-01-0-2011 / Pasig City  
IBF No. CA1808 / 01-02-2011 / F.S.M Chapter  
15/F Strata 200 / Bldg. P. Origas Jr. Road, Origas Ctr., Pasig City  
Tel. No. 631-8321 / Fax No. 631-7255 / Email Add: dgcdlaw@yahoo.com

**TRADEMARK**