

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wisconsin Cheese Group, Inc.		12/30/2011	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Wisconsin Cheese Group, LLC
Street Address:	105 Third Street
City:	Monroe
State/Country:	WISCONSIN
Postal Code:	53566
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	3355301	BIO SALUD!
Registration Number:	3355299	BIO SALUD!
Registration Number:	3343502	BIO-VITAL!
Registration Number:	1804641	CHALCO
Registration Number:	1495264	EL VIAJERO
Registration Number:	2686430	HONEY CREEK
Registration Number:	2876481	QUESERIA CARIBE
Registration Number:	2752254	WISCONSIN FARMS
Registration Number:	2752253	WUNDERBAR
Serial Number:	85381259	BITETIZERS
Serial Number:	85325128	CHALCO
Serial Number:	85325137	CHALCO
Serial Number:	85459116	DANCING COW
Serial Number:	77774588	LA MORENITA BRAND

OP \$415.00 3355301

Serial Number:	85415277	YA ACTIVE
Serial Number:	85415284	YA ACTIVE

CORRESPONDENCE DATA

Fax Number: (612)642-8331
Phone: 612-672-8331
Email: john.provo@maslon.com, debra.dix@maslon.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: John W. Provo
Address Line 1: 90 South 7th Street, Suite 3300
Address Line 2: Maslon Edelman Borman & Brand LLP
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	2002-2332
NAME OF SUBMITTER:	John W. Provo
Signature:	/John W. Provo/
Date:	02/03/2012

Total Attachments: 8
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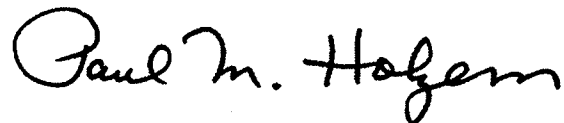


DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, PAUL M. HOLZEM, Administrator, Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that the annexed copy has been compared by me with the record on file in the Corporation Section of the Division of Corporate & Consumer Services of this department and that the same is a true copy thereof and the whole of such record; and that I am the legal custodian of said record, and that this certification is in due form.

IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department.



PAUL M. HOLZEM, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions



DATE: JAN 31 2012

BY:



Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

RECEIVED

DEC 29 2011

CI W029118

Image

Sec. 179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5) and
183.1207(3) & (5),
Wis. Stats.

WISCONSIN
DFI State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



CERTIFICATE OF CONVERSION

1. Before conversion:

Company Name:
Wisconsin Cheese Group, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country *)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

2. Does the converting entity have a fee simple ownership interest in any Wisconsin real estate?

Yes No

IMPORTANT - If you answer yes, the entity is required to file a report with the Wisconsin Dept. of Revenue under sec. 73.14 of the Wis. Stats. within 60 days after the effective date of the conversion.

NOTE: Sec. 73.14(2)(a) provides a penalty of \$200 for each day that the report is late, not to exceed \$7,500. You may access the form at: <http://www2.revenue.wi.gov/internet/merger.html>

* If a foreign (out-of-state) business entity is converting to a Wisconsin business-entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

3. After conversion:

Company Name:
Wisconsin Cheese Group, LLC *OK*
(W02923)

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of <u>Wisconsin</u> (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

FILING FEE - \$150.00 Use of this form is mandatory.
DFI/CORP/1000(R08/11)

4. A Plan of Conversion containing all the following parts is attached as Exhibit A. (NOTE: A template for Plan of Conversion is included in this form. Use of the template is optional.)

- A. The name, form of business entity, and identity of the jurisdiction governing the business entity that is to be converted.
- B. The name, form of business entity, and identity of the jurisdiction that will govern the business entity after conversion.
- C. The terms and conditions of the conversion.
- D. The manner and basis of converting the shares or other ownership interests of the business entity that is being converted into shares or other ownership interests of the new form of business entity.
- E. The effective date and time of conversion, if the conversion is to be effective other than at the time of filing the certificate of conversion as provided under sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever governs the business entity prior to conversion.
- F. A copy of the articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion as Exhibit B. (NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional.)
- G. Other provisions relating to the conversion, as determined by the business entity.

5. The Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity.


6. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **PRIOR TO CONVERSION:**

Registered Agent (Agent for Service of Process): Marion D. Kivikoski	Registered Office: 105 3rd Street Monroe, WI 53566
Additional Entry for a Limited Partnership only →	Record Office: N/A

7. Registered Agent (Agent for Service of Process) and Registered Office (Agent's business office) of the business entity **AFTER CONVERSION:**

Registered Agent (Agent for Service of Process): Marion D. Kivikoski	Registered Office in WI (Street & Number, City, State (WI) and ZIP code): 105 3rd Street Monroe, WI 53566
Additional Entry for a Limited Partnership only →	Record Office: N/A

8. Executed on December 28, 2011 (date) by the business entity **PRIOR TO ITS CONVERSION**.



 (Signature)

Mark (X) below the title of the person executing the document.

Bryan Bloom

 (Printed Name)

For a **limited partnership**
 Title: General Partner

For a **corporation**
 Title: President OR Secretary
 or other officer title
 Secretary/Treasurer

For a **limited liability company**
 Title: Member OR Manager

INSTRUCTIONS (Ref. Sec. 179.76(3) & (5), 180.1161(3) & (5), 181.1161(3) & (5) and 183.1207(3) & (5), Wis. Stats. for document content)

<p>Submit one original and one exact copy along with the required filing fee of \$150.00 to the address listed below. Make checks payable to the "Department of Financial Institutions". Filing fee is non-refundable. Sign the document manually or otherwise allowed under sec. 179.14 (1g)(c), 180.0103 (16), 181.0103 (23) or 183.0107 (1g)(c), Wis. Stats.</p>		
<p>Mailing Address: Department of Financial Institutions Division of Corporate & Consumer Services P O Box 7846 Madison WI 53707-7846</p>	<p>Physical Address for Express Mail: Department of Financial Institutions Division of Corporate & Consumer Services 345 W. Washington Ave - 3rd Fl. Madison WI 53703</p>	<p>Phone: 608-261-7577 FAX: 608-267-6813 TTY: 608-266-8818</p>

NOTICE: This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. This document can be made available in alternate formats upon request to qualifying individuals with disabilities.

1. Enter the company name, type of business entity, and state of organization of business entity prior to conversion. Definitions of foreign entity types are set forth in ss. 179.01(4), 180.0103(9), 181.0103(13) and 183.0102(8), Wis. Stats.

If a foreign (out-of-state) business entity is converting to a Wisconsin business entity, attach a certificate of status or document of similar import authenticated by the Secretary of State or other appropriate official in the jurisdiction where the foreign business entity is organized, to include the name of the business entity and its date of incorporation or formation.

2. Select yes or no to indicate whether the converting entity has a fee simple ownership interest in any Wisconsin real estate. See sec. 73.14 and 77.25, Wis. Stats., or contact the Wisconsin Department of Revenue at (608)266-1594 for questions regarding fee simple ownership interest and the filing requirements with that department.

3. Enter the company name, type of business entity, and state of organization of business entity after conversion.

Sec. 179.76(3) & (5),
180.1161(3) & (5),
181.1161(3) & (5) and
183.1207(3) & (5),
Wis. Stats.

(TEMPLATE)

State of Wisconsin
DEPARTMENT OF FINANCIAL INSTITUTIONS
Division of Corporate & Consumer Services



EXHIBIT A

PLAN OF CONVERSION

1. Before conversion:

Company Name: Wisconsin Cheese Group, Inc.

Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)
	<input checked="" type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

2. After conversion:

Company Name: Wisconsin Cheese Group, LLC
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Indicate (X) Entity Type	<input type="checkbox"/> Limited Partnership (Ch. 179, Wis. Stats.)	Organized under the laws of Wisconsin (state or country)
	<input type="checkbox"/> Business Corporation (Ch. 180, Wis. Stats.)	
	<input type="checkbox"/> Nonstock Corporation (Ch. 181, Wis. Stats.)	
	<input checked="" type="checkbox"/> Limited Liability Company (Ch. 183, Wis. Stats.)	

3. The terms and conditions of the conversion.

The board of directors and shareholders of Wisconsin Cheese Group, Inc. shall have executed a written action approving the conversion of Wisconsin Cheese Group, Inc. into Wisconsin Cheese Group, LLC.

4. The manner and basis of converting the shares or other ownership interests of the business entity that is to be converted into shares or other ownership interests of the new form of business entity.

Upon conversion of Wisconsin Cheese Group, Inc. (the "Company") into a Wisconsin limited liability company, all outstanding shares of capital stock of the Company shall be converted into units representing a membership interest in the converted entity on a one-for-one basis, possessing the rights, preferences and privileges set forth in the Articles of Organization to be adopted effective upon, and comprising a part of, the filing of this document with the Wisconsin Department of Financial Institutions.

5. Other provisions relating to the conversion, as determined by the business entity.

N/A

6. (OPTIONAL) Effective Date and Time of Conversion

The effective date and time of conversion shall be January 1, 2012 (date) at 12 a.m. (time).

(An effective date declared under this article may not be earlier than the date the document is delivered to the department for filing, nor more than 90 days after its delivery. If no effective date and time is declared, the effective date and time will be determined by sec. 179.11(2), 180.0123, 181.0123 or 183.0111, whichever section governs the business entity prior to conversion.)

7. The articles of incorporation, articles of organization, certificate of limited partnership, or other similar governing document of the business entity after conversion is attached as Exhibit B.

(NOTE: Templates for certificate of limited partnership, articles of incorporation, and articles of organization are included in this form. Use of the templates is optional)

(Attach the appropriate governing document after conversion as Exhibit B)

(T E M P L A T E S , C o n t ' d .)

Certificate of Limited Partnership, Articles of Incorporation, and Articles of Organization

For a Wisconsin Nonstock Corporation (Ch. 181)

EXHIBIT B

Article 1. Name of the corporation: _____

(Must contain "Inc." or other appropriate words or abbreviations. See sec. 181.0401, Wis. Stats.)

Article 2. The corporation is organized under Ch. 181 of the Wisconsin Statutes.

Article 3. The corporation: will have members **OR** will not have members

Article 4. Name of the registered agent:

Article 5. Street address (in Wisconsin) of the registered office:

Article 6. Mailing address of the principal office:

(Optional) Article 7. The purpose or purposes for which the corporation is organized:

For a Wisconsin Limited Liability Company (Ch. 183)

EXHIBIT BArticle 1. Name of the limited liability company: Wisconsin Cheese Group, LLC

(Must end with "LLC" or contain other appropriate words or abbreviations. See sec. 183.0103, Wis. Stats.)

Article 2. The limited liability company is organized under Ch. 183 of the Wisconsin Statutes.

Article 3. The management of the limited liability company shall be vested in:

 a manager or managers **OR** its members

Article 4. Name of the registered agent:

Marion D. Kivikoski

Article 5. Street address (in Wisconsin) of the registered office:

105 3rd Street
Monroe, WI 53566(NOTICE: Articles of Organization may contain only the above information.)

DFI/CORP/1000(R08/11)

8

TRADEMARK

REEL: 004710 FRAME: 0922

\$1,50,00 + \$25,00

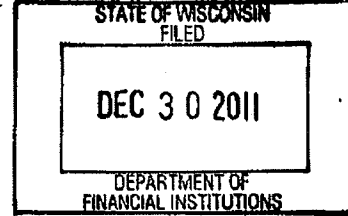
Fee simple ownership interest Yes No (for DFI use only)
CERTIFICATE OF CONVERSION

Chop 180 → 183

Exp

105 3rd Street
Monroe, WI 53566

Name Change



▲ Enter your return address within the bracket above.

Phone number during the day: (973) 490 - 6142 005 # 2011229293 0122

INSTRUCTIONS (Cont'd) **EFFECTIVE DATE:** 1-1-2012

4. Attach the Plan of Conversion as Exhibit A. If the Plan of Conversion declares a specific effective time or delayed effective time and date, such date may not be prior to the date the document is delivered to the department for filing, nor more than 90 days after delivery. The drafter may use the template Plan of Conversion provided in this form or may prepare the Plan by other means. Use of the template is optional.

5. This article states that the Plan of Conversion was approved in accordance with the applicable law of the jurisdiction that governs the organization of the business entity prior to conversion.

6. Provide the name of the business entity's registered agent and the address of its registered office prior to conversion. If the business entity is a domestic limited partnership, also provide the address of its record office.

7. Provide the name of the business entity's registered agent and the address of its registered office after conversion. If the business entity after conversion will be a domestic limited partnership, also provide the address of its record office. NOTE: The address of the registered office must describe its physical location, i.e., street name and number, city (in Wisconsin) and ZIP code. P O Box addresses may be included as part of the address (if located in the same community), but are not sufficient alone. Compare the information supplied in Article 6 to see that it agrees with the information set forth in the articles of incorporation or similar governing document attached as Exhibit B.

8. Enter the date of execution and the name and title of the person signing the document. The person executing the document will do so in their capacity as an officer, member, etc., of the business entity prior to its conversion. For example, an officer of the corporation would sign a Certificate of Conversion converting a corporation to a limited liability company.

DFI/CORP/1000(R08/11)