

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	05/15/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Border Foods, Inc.		04/24/2012
			Entity Type
			CORPORATION: TEXAS
RECEIVING PARTY DATA			
Name:	Mizkan Americas, Inc.		
Street Address:	1661 Feehanville Drive		
Internal Address:	Suite 300		
City:	Mt. Prospect		
State/Country:	ILLINOIS		
Postal Code:	60056		
Entity Type:	CORPORATION: MICHIGAN		
PROPERTY NUMBERS Total: 5			
	Property Type	Number	Word Mark
	Registration Number:	1225198	DOS AMIGOS
	Registration Number:	1232906	EL MOLINO
	Registration Number:	1266449	RANCHO EL MOLINO
	Registration Number:	4066882	RIO LUNA
	Registration Number:	2853685	TRES HERMANAS
CORRESPONDENCE DATA			
Fax Number:	2123084844		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2123084411		
Email:	trademark@edwardswildman.com		
Correspondent Name:	Perla M. Kuhn		
Address Line 1:	Edwards Wildman Palmer LLP		

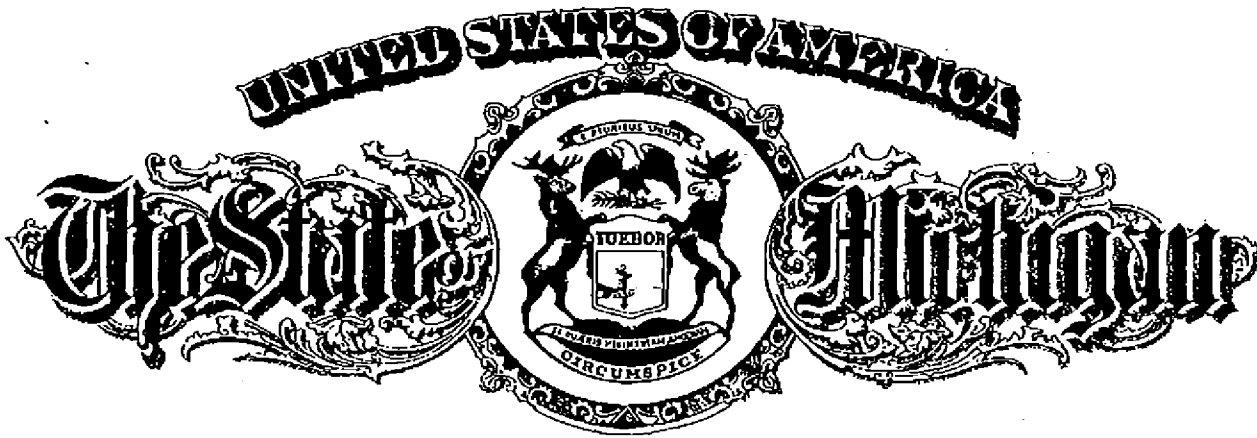
CH \$140.00 1225198

Address Line 2: FDR Station, P.O. Box 130
Address Line 4: New York, NEW YORK 10150

ATTORNEY DOCKET NUMBER:	006950.4083 PMK/ESP
NAME OF SUBMITTER:	Perla M. Kuhn
Signature:	/Perla M. Kuhn/
Date:	12/31/2012

Total Attachments: 8

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Department of Licensing and Regulatory Affairs

Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 31st day of May, 2012

Director

Bureau of Commercial Services

GOLD SEAL APPEARS ONLY ON ORIGINAL

TRADEMARK
REEL: 004931 FRAME: 0992

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
BUREAU OF COMMERCIAL SERVICES**

Date Received

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.

fee paid

FILED

MAY 15 2012

Administrator
BUREAU OF COMMERCIAL SERVICES

Name		
Peter M. Langenberg, Esq. Hughes Hubbard & Reed LLP		
Address		
350 South Grand Avenue, 36th Floor		
City	State	ZIP Code
Los Angeles	CA	90071

EFFECTIVE DATE:
Expiration date for new assumed names: December 31, 2017
Expiration date for transferred assumed names appear in Item 6

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

**CERTIFICATE OF MERGER
Cross Entity Merger for use by Profit Corporations, Limited Liability Companies
and Limited Partnerships**

Pursuant to the provisions of Act 284, Public Acts of 1972 (profit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:

a. The name of each constituent entity and its identification number is:

Border Holdings Inc. (Delaware Corporation)	(none)
Border Foods, Inc. (Texas Corporation)	(none)
Mizkan Americas, Inc.	421-503

b. The name of the surviving (new) entity and its identification number is:

Mizkan Americas, Inc.	421-503
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Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:
1661 Feehanville Drive, Ste. 300, Mt. Prospect, IL 60056

2. (Complete only if an effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)

The merger (consolidation) shall be effective on the _____ day of _____, _____.

Complete for Profit Corporations Only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class
Border Holdings Inc.	100 common	Common Stock	N/A
Border Foods, Inc.	1,000 common	Common Stock	N/A
Mizkan Americas, Inc.	109,000 common	Common Stock	N/A

If the number of shares is subject to change prior to the effective date of the merger or consolidation, the manner in which the change may occur is as follows: N/A

The manner and basis of converting shares are as follows:

See Agreement and Plan of Merger (4 pages), attached hereto and incorporated herein by reference.

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows: N/A

Please Note: This merger (consolidation) is permitted by the laws of the State of Delaware and Texas, the jurisdictions under which Border Holdings, Inc. and Border Foods, Inc. respectively are organized, and the plan of merger (consolidation) was adopted and approved by such corporations pursuant to and in accordance with the laws of those jurisdictions.

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by unanimous consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

(Signature of Incorporator) (Type or Print Name) (Signature of Incorporator) (Type or Print Name)

(Signature of Incorporator) (Type or Print Name) (Signature of Incorporator) (Type or Print Name)

b) The plan of merger was approved by: the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703a of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.

Mizkan Americas, Inc. (Michigan corporation)

By Craig M. Smith
(Signature of Authorized Officer or Agent)
Craig M. Smith, CEO and President
(Type or Print Name)
Mizkan Americas, Inc.
(Name of Corporation)

By _____
(Signature of Authorized Officer or Agent)

(Type or Print Name)

(Name of Corporation)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (hereinafter "Plan") is made as effective as of April 24, 2012, by and between the following parties:

- MIZKAN AMERICAS, INC., a Michigan corporation (hereinafter "MA"), and
- BORDER HOLDINGS INC., a Delaware corporation (hereinafter "BH"), and
- BORDER FOODS, INC., a Texas corporation (hereinafter "BF").

MA, BH and BF are jointly referred to hereinafter as the "Constituent Corporations".

RECITALS

A. The authorized capital stock of MA consists of one class of stock: 4,000,000 shares of \$100.00 par value Common Stock (herein the "Surviving Common Stock"), of which 109,000 shares are issued and outstanding on the date hereof.

B. The authorized capital stock of BH consists of one class of voting stock: 100 shares of \$0.01 par value common stock ("BH Disappearing Stock"), of which 100 shares are issued and outstanding on the date hereof.

C. The authorized capital stock of BF consists of one class of voting stock: 1,000 shares of \$0.01 par value common stock ("BF Disappearing Stock"), of which 1,000 shares are issued and outstanding on the date hereof.

D. All of the Surviving Common Stock and the BH Disappearing Stock are owned, legally and beneficially, by Mizkan U.S.A., Inc. (hereinafter "MU").

E. All of the BF Disappearing Stock is owned legally by BH and beneficially by MU.

F. The Boards of Directors and shareholders of MA, BH and BF, and the Board of Directors of MU, have each separately determined that it is desirable and in the best interests of each such corporation that BH and BF be merged into MA as provided herein and have each separately adopted resolutions approving this Plan in accordance with the applicable laws governing their respective corporations.

G. The parties intend that the reorganizations under this Plan qualify as tax-free reorganizations under Section 368 of the Internal Revenue Code of 1986 ("the Code"), as amended, that this Plan constitutes a plan of reorganization within the meaning of Treasury Regulation Section 1.368-2(g), that the BF Merger (as defined below) will constitute a tax-free liquidation within the meaning of Section 332 of the Code, and that this Plan constitutes a plan of liquidation within the meaning of Section 332 of the Code and Treasury Regulation Section 1.332-2.

AGREEMENT

NOW, THEREFORE, with reference to the foregoing premises and in consideration of the mutual agreements and covenants contained herein, the parties hereto agree and adopt this Plan as follows:

1. **EFFECTIVE TIME OF MERGER.** A Certificate of Merger for the merger of BH with and into MA (the "**BH Merger**") and the merger of BF with and into MA (the "**BF Merger**") shall be filed, as soon as possible, with the Secretary of State of the State of Michigan in accordance with the requirements of the Michigan Business Corporation Act. The BH Merger and the BF Merger shall become effective on May 1, 2012 ("**Effective Time**"), with the BH Merger to take place one instant prior to the BF Merger. The BH Merger and the BF Merger are collectively called the "**Merger**".
2. **EFFECT OF MERGER.** At the Effective Time BH and BF shall merge into and be absorbed by MA pursuant to the terms and conditions of this Plan and in accordance with the applicable provisions of the Michigan Business Corporation Act, and MA shall continue in existence as the "**Surviving Corporation**". The corporate identity, existence, purposes, powers, rights and immunities of MA as the Surviving Corporation shall continue unaffected and unimpaired by the Merger. The separate existence and corporate organization of BH and BF shall cease at the Effective Time, and MA shall, by operation of law and without other transfer, succeed to and possess (i) all the rights, privileges, powers, franchises, licenses, permits, immunities and purposes, of a public as well as of a private nature, of the Constituent Corporations and (ii) all property, real, personal and mixed, tangible or intangible, including all trademarks and associated goodwill of, debts due to and all other things in action or belonging to the Constituent Corporations, and be subject to all the debts, liabilities, obligations, restrictions, disabilities, penalties and duties of the Constituent Corporations, all without further act or deed.
3. **ARTICLES OF INCORPORATION.** From and after the Effective Time, the Articles of Incorporation of MA in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation.
4. **BYLAWS.** From and after the Effective Time, the Bylaws of MA in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation.
5. **DIRECTORS AND OFFICERS.** From and after the Effective Time the directors and officers of MA immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation, each to hold office until their respective successors are duly elected and qualified. If on or after the Effective Time a vacancy shall exist on the Board of Directors or in any of the offices of the Surviving Corporation, such vacancy shall be filled in the manner provided in the Bylaws of the Surviving Corporation.
6. **CONVERSION OF SHARES: CONSIDERATION.** The manner and basis of converting the shares of the Constituent Corporations and the consideration which the holder of

(a) Surviving Common Stock. At the Effective Time of the Merger, all the shares of the Surviving Common Stock issued and outstanding immediately prior to the Effective Time of the Merger shall not be changed or converted but shall remain as outstanding shares of the Surviving Corporation.

(b) BH Disappearing Stock. At the Effective Time of the BH Merger, all of the shares of the BH Disappearing Stock issued and outstanding immediately prior to the Effective Time of the BH Merger shall be converted immediately, by virtue of the BH Merger and without any action on the part of the holder thereof, into the right to receive the payment of a total of one dollar (\$1.00), such payment to be the entire consideration for the BH Disappearing Stock and to be made by the Surviving Corporation upon its receipt of all certificates representing the BH Disappearing Stock converted under this Paragraph 6(b), duly endorsed to the Surviving Corporation. The Surviving Corporation shall cancel the certificates representing the BH Disappearing Stock upon their surrender.

(c) BF Disappearing Stock. At the Effective Time of the BF Merger, all of the shares of the BF Disappearing Stock issued and outstanding immediately prior to the Effective Time of the BF Merger shall be converted immediately, by virtue of the BF Merger and without any action on the part of the holder thereof, into the right to receive a total of one dollar (\$1.00), such to be the entire consideration for the BF Disappearing Stock and to be made by the Surviving Corporation upon its receipt of all certificates representing the BF Disappearing Stock converted under this Paragraph 6(b), duly endorsed to the Surviving Corporation. The Surviving Corporation shall cancel the certificates representing the BF Disappearing Stock upon their surrender.

7. OTHER FILINGS. At the same time as or immediately following the Effective Time and notwithstanding the fact of the Merger, the parties shall prepare, execute and file, with the Secretary of State of the State of Delaware with respect to BH and with the Secretary of State of the State of Texas with respect to BF, such certificates and documents as are required under the laws of the States of Delaware and Texas, respectively, to effect the merger of a foreign corporation with a domestic corporation, where the foreign corporation is the survivor. In addition, the parties shall make such applications and filings in those jurisdictions where BH or BF are authorized to do business as is appropriate to effect a surrender of such authorization and obtain the appropriate authorization for the Surviving Corporation.

8. TERMINATION. The Board of Directors of any party hereto may terminate this Plan, and abandon the proposed merger described herein, at any time prior to the Effective Time and irrespective of the approval of this Plan and the Merger contemplated hereby by the Board of Directors of either party hereto, upon the giving of notice to the other party hereto that it has determined for any reason that the merger and performance of this Plan is not in the best interests of that terminating corporation and its shareholders.


9. SUCCESSORS. All the terms and provisions of this Plan shall be binding upon and inure to the benefit of and be enforceable by the respective successors in interest of the parties hereto.

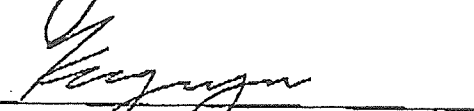
10. GOVERNING LAW. This Plan shall be construed and interpreted according to the laws of the State of Michigan.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed by their duly authorized representatives as of the day and year first above written.

"MA"

MIZKAN AMERICAS, INC.

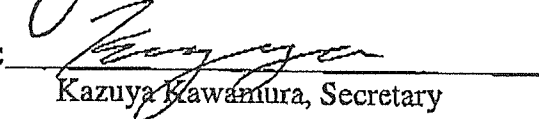
By: 
Craig M. Smith, CEO and President

By: 
Kazuya Kawamura, Secretary

"BH"


BORDER HOLDINGS INC.

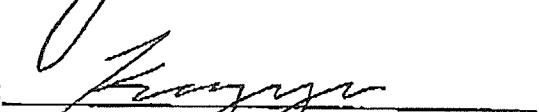
By: 
Craig M. Smith, President

By: 
Kazuya Kawamura, Secretary

"BF"

BORDER FOODS, INC.

By: 
Craig M. Smith, Chairman

By: 
Kazuya Kawamura, Secretary