

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM435929

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	07/23/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Kitchen Cooked, Inc.		07/10/2008	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Kathy, Inc.		
Street Address:	632 North Main		
City:	Farmington		
State/Country:	ILLINOIS		
Postal Code:	61531		
Entity Type:	Corporation: ILLINOIS		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2957169	KITCHEN COOKED	
Registration Number:	1063447	KITCHEN COOKED	
Registration Number:	3444896	KITCHEN COOKED	
CORRESPONDENCE DATA			
Fax Number:	2123368001		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	212 336 8000		
Email:	ptodocket@arelaw.com		
Correspondent Name:	N. Zipkin, Amster Rothstein & Ebenstein		
Address Line 1:	90 Park Avenue		
Address Line 2:	21st Floor		
Address Line 4:	New York, NEW YORK 10016		
NAME OF SUBMITTER:	Neil M. Zipkin		
SIGNATURE:	/Neil M. Zipkin/		
DATE SIGNED:	07/20/2017		
Total Attachments: 21			
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, 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:

"KITCHEN COOKED, INC.", A DELAWARE CORPORATION,
WITH AND INTO "KATHY, INC." UNDER THE NAME OF "KATHY, INC.",
A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF ILLINOIS, AS RECEIVED AND FILED IN THIS OFFICE THE EIGHTEENTH DAY OF JULY, A.D. 2008, AT 6 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-THIRD DAY OF JULY, A.D. 2008.

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



4577251 8100M

080800114

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

Harriet Smith Windsor


Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6740939

DATE: 07-21-08

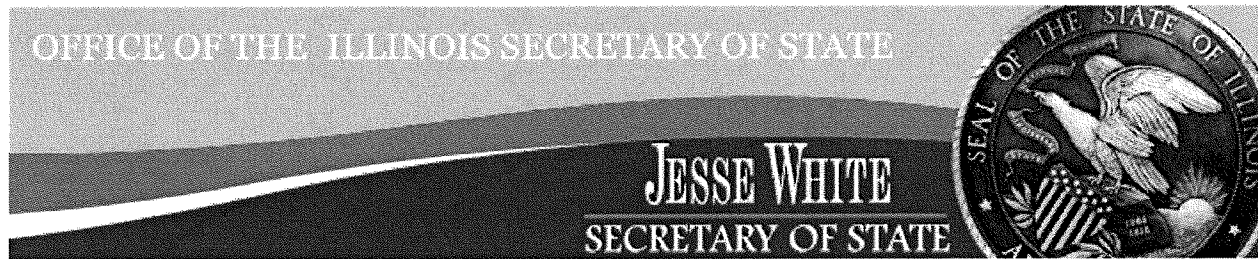
TRADEMARK
REEL: 006110 FRAME: 0122

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 10th day of July, A.D., 2008.

By: 
Authorized Officer

Name: Richard Blackhurst
Print or Type

Title: President



CORPORATION FILE DETAIL REPORT

File Number	66160947		
Entity Name	KITCHEN COOKED, INC.		
Status	ACTIVE		
Entity Type	CORPORATION	Type of Corp	DOMESTIC BCA
Incorporation Date (Domestic)	06/19/2008	State	ILLINOIS
Agent Name	HEYL, ROYSTER, VOELKER & ALLEN P	Agent Change Date	07/06/2016
Agent Street Address	300 HAMILTON BLVD PO BOX 6199	President Name & Address	RICHARD L BLACKHURST PO BOX 200 FARMINGTON, IL 61531
Agent City	PEORIA	Secretary Name & Address	MARY STARCEVICH PO BX 295 BUSHNELL, IL 61522
Agent Zip	61601	Duration Date	PERPETUAL
Annual Report Filing Date	05/19/2017	For Year	2017
Old Corp Name	07/24/2008 - KATHY, INC.		

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[Purchase Certificate of Good Standing](#)

(One Certificate per Transaction)

OTHER SERVICES

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[Change of Registered Agent and/or Registered Office Address](#)
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OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

JULY 24, 2008

6616-094-7

BRENT H GWILLIM
124 SW ADAMS 600
PEORIA, IL 61602

RE KATHY, INC.

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF MERGER REGARDING THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICES OF THE RECORDERS OF THE COUNTIES IN WHICH THE REGISTERED OFFICES OF THE MERGING CORPORATIONS ARE LOCATED. IN ORDER TO COMPLY WITH ARTICLE 6 OF THE COUNTIES CODE, AS AMENDED JANUARY 1, 1995, THE PAGES OF THIS DOCUMENT MUST BE SEPARATED BEFORE IT IS PRESENTED FOR RECORDING.

THE SURVIVING CORPORATION SHALL EXECUTE A REPORT FOLLOWING MERGER (FORMS ARE ENCLOSED) AND FILE SAME IN THIS OFFICE WITHIN SIXTY DAYS AFTER MERGER.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
 CONSOLIDATION OR EXCHANGE**
 Business Corporation Act

Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-6961
 www.cyberdriveillinois.com

FILED

JUL 24 2008

**JESSE WHITE
 SECRETARY OF STATE**

Remit payment in the form of a
 check or money order payable
 to Secretary of State.

Filing fee is \$100, but if merger or
 consolidation involves more than two
 corporations, submit \$50 for each
 additional corporation.

File # 6616-094-7 Filing Fee: \$ 100 Approved: [Signature]

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ~~consolidate~~ ^{merge} ~~exchange~~ and State or Country of incorporation.

Name of Corporation	State or Country of Incorporation	Corporation File Number
Kathy, Inc.	Illinois	#6616-094-7
Kitchen Cooked, Inc.	Delaware	#0820655

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~ ^{surviving} corporation: Kathy, Inc.
 b. Corporation shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} ~~exchange~~ is as follows:

See attached Exhibit A

5. The ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 and §11.20.	By written consent of ALL shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
Kathy, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- a. The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- c. The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
N/A		

b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was July, 2008.
Month & Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

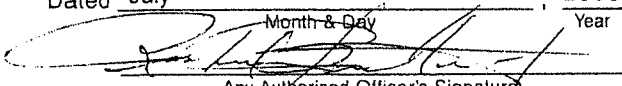
(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated July 22, 2008 Kitchen Cooked, Inc.
Month & Day Year Exact Name of Corporation

 Any Authorized Officer's Signature
Brent H. Gwillim, Asst. Secretary
 Name and Title (type or print)

Dated July _____, 2008 Kathy, Inc.
Month & Day Year Exact Name of Corporation


 Any Authorized Officer's Signature
Richard Blackhurst, President
 Name and Title (type or print)

Dated _____, _____, _____
Month & Day Year Exact Name of Corporation

 Any Authorized Officer's Signature

 Name and Title (type or print)

PLAN OF MERGER

Kitchen Cooked, Inc., is a Delaware Corporation incorporated in the State of Delaware on January 26, 1976. The Corporation was then qualified to do business as a foreign corporation in the State of Illinois on March 12, 1976. There are presently seven stockholders of the Corporation, those individuals being Richard L. Blackhurst, Roberta C. Blackhurst, John Paul Blackhurst, Jacqueline Kersh, Vincent Blackhurst, Corey Starcevic and Mary E. Starcevic. Collectively the seven stockholders own Four Hundred Eighty Eight (488) shares of the Corporation which represents all of the issued stock of the Corporation. Richard L. Blackhurst presently owns Two Hundred Four and 454/1000ths (204.454) shares of the Corporation. Roberta C. Blackhurst presently owns Ninety Three and 333/1000ths (93.33) shares of the Corporation. John Paul Blackhurst presently owns Seventy One and 591/1000ths shares of the Corporation, Jacqueline Kersh presently owns Eleven and 128/1000ths (11.128) shares of the Corporation, Vincent Blackhurst present owns Eleven and 128/1000ths (11.128) shares of the Corporation, Corey Starcevic presently owns Forty Eight and 183/1000ths (48.183) shares of the Corporation and Mary Starcevic presently owns Forty Eight and 183/1000ths (48.183) shares of the Corporation. The present officers of the Corporation are Richard L. Blackhurst, President, John Paul Blackhurst, Vice President and Treasurer, Corey Starcevic, Vice President, Lori Blackhurst, Secretary, and Brent H. Gwillim, Assistant Secretary. Richard L. Blackhurst and John Paul Blackhurst are the directors of the Corporation.

Kathy, Inc. is an Illinois Corporation, incorporated in the State of Illinois on June 19, 2008 and assigned the number 6616-094-7 by the Secretary of State, State of Illinois. There are present seven stockholders of the Corporation, those individuals being Richard L. Blackhurst, Roberta C. Blackhurst, John Paul Blackhurst, Jacqueline Kersh, Vincent Blackhurst, Corey Starcevic and Mary E. Starcevic. Collectively the seven stockholders own Four Hundred Eighty Eight (488) shares of the Corporation which represents all of the issued stock of the Corporation. Richard L. Blackhurst presently owns Two Hundred Four and 454/1000ths (204.454) shares of the Corporation. Roberta C. Blackhurst presently owns Ninety Three and 333/1000ths (93.33) shares of the Corporation. John Paul Blackhurst presently owns Seventy One and 591/1000ths shares of the Corporation, Jacqueline Kersh presently owns Eleven and 128/1000ths (11.128) shares of the Corporation, Vincent Blackhurst present owns Eleven and 128/1000ths (11.128) shares of the Corporation, Corey Starcevic presently owns Forty Eight and 183/1000ths (48.183) shares of the Corporation and Mary Starcevic presently owns Forty Eight and 183/1000ths (48.183) shares of the Corporation. The present officers of the Corporation are Richard L. Blackhurst, President and Treasurer, Corey Starcevic, Vice President, Mary E. Starcevic, Secretary. Richard L. Blackhurst and John Paul Blackhurst are the directors of the Corporation.

Pursuant to this Plan of Merger, Kitchen Cooked, Inc., a Delaware Corporation, will be merged in to Kathy, Inc., an Illinois Corporation, with Kathy, Inc., an Illinois Corporation, being the surviving corporation. Upon the filing of the Articles of Merger and the Plan of Merger, the name Kathy, Inc. will change to Kitchen Cooked, Inc. The surviving corporation will adopt the Certificate of Incorporation of the Corporation now known as Kitchen Cooked, Inc., an Illinois corporation. The corporations prior to the merger each have Four Hundred Eighty Eight (488) shares issued to its shareholders, which shareholder are the same shareholders of Kitchen Cook, Inc., a Delaware Corporation, and Kathy, Inc., an Illinois Corporation. The shares of Kitchen Cooked, Inc., a Delaware Corporation will be exchanged for a like number of shares in Kathy Inc., an Illinois corporation resulting in th seven shareholders having ownership

ownership as follows:

Richard L. Blackhurst	204.454 shares
Roberta C. Blackhurst	93.333 shares
John Paul Blackhurst	71.591 shares
Jacqueline Kersh	11.128 shares
Vincent Blackhurst	11.128 shares
Corey Starcevich	48.183 shares
Mary Starcevich	<u>48.183 shares</u>
Total	488.000 shares

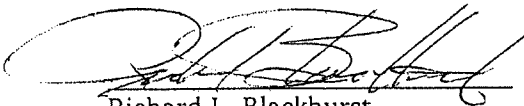
The stockholders and directors of both corporations have unanimously approved this Plan of Merger and the conversion of stockholding interest in the surviving corporation. There will be no cash, obligations or other securities as part of this merger.

All debts, liabilities and other obligations of Kitchen Cooked, Inc. a Delaware Corporation, and Kathy, Inc., an Illinois Corporation, shall become the obligations of the surviving corporation. The name of the surviving corporation will be changed from Kathy, Inc. to Kitchen Cooked, Inc. The surviving corporation shall do business at the common address of 632 North Main, Farmington, Illinois.

The Plan of Merger as executed by all stockholders of both corporations and directors of both corporations, in addition to a copy of the executed Certificate of Merger filed with the Secretary of State, State of Illinois, shall be kept with the business papers of the surviving corporation located at 632 North Main, Farmington, Illinois. A copy of the executed Plan of Merger has been made available to all stockholders and directors of both corporations.

This Plan of Merger has been approved and adopted by the stockholders and directors of both corporations as evidenced by their signature below.

DATED THIS 24th day of July, 2008.


Richard L. Blackhurst


Roberta C. Blackhurst


John Paul Blackhurst


Jacqueline Kersh


Vincent Blackhurst


Corey Starcevich


Mary Starcevich

BHG/kjh

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Form **BCA-14.35**
(Rev. Jan. 2003)

**Report Following Merger
or Consolidation**

File #: 6616-094-7

Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

RECEIVED

DO NOT SEND CASH

This space for use by
Secretary of State

Date:
Franchise Tax: \$
Filing Fee: \$ 5
Penalty: \$
Interest: \$
Approved:

Remit payment in the form of a
check or money order, payable to
Secretary of State.

JUL 01 REC'D
JESSE WHITE
SECRETARY OF STATE

1. Corporate Name: Kathy, Inc.

2. State or Country of Incorporation: Illinois

3. Issued shares of each corporation party to the merger prior to the merger:

Corporation	Class	Series	Par Value	Number of Shares
Kathy, Inc.	none	none	none	488
Kitchen Cooked, Inc. a Delaware Corporation	none	none	none	488

4. Paid-in Capital of each corporation party to the merger prior to the merger:

Corporation	Paid-in Capital
Kathy, Inc.	\$ 1,000.00
Kitchen Cooked, Inc., a Delaware Corporation	\$ 3,000.00
	\$
	\$
	\$

5. Description of merger: (Include effective date and brief explanation of the conversion as stated in the plan of merger.)
See attached Plan of Merger. Effective date is date Articles of Merger filed with Secretary of State, State of Illinois.

6. Issued shares after merger:

Class	Series	Par Value	Number of Shares
common	none	none	488

7. Paid-in Capital of the surviving or new corporation: \$ 4,000.00
("Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

ITEM 8 MUST BE SIGNED

8. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated July 28, 2008
Month & Day Year
Brent H. Gwillim
Any Authorized Officer's Signature
Brent H. Gwillim, Asst. Secretary
Name and Title (type or print)

Kathy, Inc.
Exact Name of Corporation
The name of the corporation, Kathy, Inc., has
been changed to Kitchen Cooked, Inc., pursuant
to the terms of the Plan of Merger

PLAN OF MERGER

Kitchen Cooked, Inc., is a Delaware Corporation incorporated in the State of Delaware on January 26, 1976. The Corporation was then qualified to do business as a foreign corporation in the State of Illinois on March 12, 1976. There are presently seven stockholders of the Corporation, those individuals being Richard L. Blackhurst, Roberta C. Blackhurst, John Paul Blackhurst, Jacqueline Kersh, Vincent Blackhurst, Corey Starcevich and Mary E. Starcevich. Collectively the seven stockholders own Four Hundred Eighty Eight (488) shares of the Corporation which represents all of the issued stock of the Corporation. Richard L. Blackhurst presently owns Two Hundred Four and 454/1000ths (204.454) shares of the Corporation. Roberta C. Blackhurst presently owns Ninety Three and 333/1000ths (93.33) shares of the Corporation. John Paul Blackhurst presently owns Seventy One and 591/1000ths shares of the Corporation, Jacqueline Kersh presently owns Eleven and 128/1000ths (11.128) shares of the Corporation, Vincent Blackhurst present owns Eleven and 128/1000ths (11.128) shares of the Corporation, Corey Starcevich presently owns Forty Eight and 183/1000ths (48.183) shares of the Corporation and Mary Starcevich presently owns Forty Eight and 183/1000ths (48.183) shares of the Corporation. The present officers of the Corporation are Richard L. Blackhurst, President, John Paul Blackhurst, Vice President and Treasurer, Corey Starcevich, Vice President, Lori Blackhurst, Secretary, and Brent H. Gwillim, Assistant Secretary. Richard L. Blackhurst and John Paul Blackhurst are the directors of the Corporation.

Kathy, Inc. is an Illinois Corporation, incorporated in the State of Illinois on June 19, 2008 and assigned the number 6616-094-7 by the Secretary of State, State of Illinois. There are present seven stockholders of the Corporation, those individuals being Richard L. Blackhurst, Roberta C. Blackhurst, John Paul Blackhurst, Jacqueline Kersh, Vincent Blackhurst, Corey Starcevich and Mary E. Starcevich. Collectively the seven stockholders own Four Hundred Eighty Eight (488) shares of the Corporation which represents all of the issued stock of the Corporation. Richard L. Blackhurst presently owns Two Hundred Four and 454/1000ths (204.454) shares of the Corporation. Roberta C. Blackhurst presently owns Ninety Three and 333/1000ths (93.33) shares of the Corporation. John Paul Blackhurst presently owns Seventy One and 591/1000ths shares of the Corporation, Jacqueline Kersh presently owns Eleven and 128/1000ths (11.128) shares of the Corporation, Vincent Blackhurst present owns Eleven and 128/1000ths (11.128) shares of the Corporation, Corey Starcevich presently owns Forty Eight and 183/1000ths (48.183) shares of the Corporation and Mary Starcevich presently owns Forty Eight and 183/1000ths (48.183) shares of the Corporation. The present officers of the Corporation are Richard L. Blackhurst, President and Treasurer, Corey Starcevich, Vice President, Mary E. Starcevich, Secretary. Richard L. Blackhurst and John Paul Blackhurst are the directors of the Corporation.

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Mary Starcevich	<u>48.183 shares</u>
Total	488.000 shares


The stockholders and directors of both corporations have unanimously approved this Plan of Merger and the conversion of stockholding interest in the surviving corporation. There will be no cash, obligations or other securities as part of this merger.

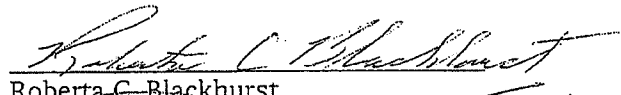
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The Plan of Merger as executed by all stockholders of both corporations and directors of both corporations, in addition to a copy of the executed Certificate of Merger filed with the Secretary of State, State of Illinois, shall be kept with the business papers of the surviving corporation located at 632 North Main, Farmington, Illinois. A copy of the executed Plan of Merger has been made available to all stockholders and directors of both corporations.

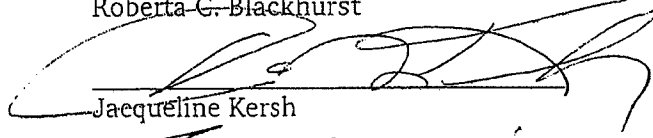
This Plan of Merger has been approved and adopted by the stockholders and directors of both corporations as evidenced by their signature below.

DATED THIS 24th day of July, 2008.


Richard L. Blackhurst


Roberta C. Blackhurst


John Paul Blackhurst


Jacqueline Kersh


Vincent Blackhurst


Corey Starcevich


Mary Starcevich

BHG/kjh

G:\88\c2188\c2188CPD 040 Plan of Merger IL.wpd

FORM **BCA 11.25** (rev. Dec. 2003)
**ARTICLES OF MERGER,
 CONSOLIDATION OR EXCHANGE**
 Business Corporation Act

Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-6961
 www.cyberdriveillinois.com

FILED

JUL 24 2008

JESSE WHITE
 SECRETARY OF STATE

Remit payment in the form of a check or money order payable to Secretary of State.

Filing fee is \$100, but if merger or consolidation involves more than two corporations, submit \$50 for each additional corporation.

File # 0616-094-7 Filing Fee: \$ 100 Approved: [Signature]

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

NOTE: Strike inapplicable words in Items 1, 3, 4 and 5.

1. Names of Corporations proposing to ~~consolidate~~ ^{merge} and State or Country of incorporation.
~~exchange~~

Name of Corporation	State or Country of Incorporation	Corporation File Number
<u>Kathy, Inc.</u>	<u>Illinois</u>	<u>#6616-094-7</u>
<u>Kitchen Cooked, Inc.</u>	<u>Delaware</u>	<u>#0820655</u>
_____	_____	_____
_____	_____	_____

2. The laws of the state or country under which each Corporation is incorporated permits such merger, consolidation or exchange.

3. a. Name of the ~~new~~ ^{surviving} corporation: Kathy, Inc.
~~acquiring~~

b. Corporation shall be governed by the laws of: Illinois

For more space, attach additional sheets of this size.

4. Plan of ~~consolidation~~ ^{merger} is as follows:
~~exchange~~

See attached Exhibit A

5. The ~~consolidation~~ ^{merger} ~~exchange~~ was approved, as to each Corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois Corporation, as follows:

The following items are not applicable to mergers under §11.30 — 90 percent-owned subsidiary provisions. (See Article 7 on page 3.)

Mark an "X" in one box only for each Illinois Corporation.

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Kathy, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if surviving, new or acquiring Corporation is an Illinois Corporation.

It is agreed that, upon and after the filing of the Articles of Merger, Consolidation or Exchange by the Secretary of State of the State of Illinois:

- The surviving, new or acquiring Corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving, new or acquiring Corporation.
- The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring Corporation to accept service of process in any such proceedings, and
- The surviving, new or acquiring Corporation will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
N/A		

b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was July, 2008.
Month & Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? Yes No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated July 22, 2008 Kitchen Cooked, Inc.
Month & Day Year Exact Name of Corporation

 Any Authorized Officer's Signature
Brent H. Gwillim, Asst. Secretary
 Name and Title (type or print)

Dated July _____, 2008 Kathy, Inc.
Month & Day Year Exact Name of Corporation

 Any Authorized Officer's Signature
Richard Blackhurst, President
 Name and Title (type or print)

Dated _____, _____, _____
Month & Day Year Exact Name of Corporation

 Any Authorized Officer's Signature

 Name and Title (type or print)

PLAN OF MERGER

Kitchen Cooked, Inc., is a Delaware Corporation incorporated in the State of Delaware on January 26, 1976. The Corporation was then qualified to do business as a foreign corporation in the State of Illinois on March 12, 1976. There are presently seven stockholders of the Corporation, those individuals being Richard L. Blackhurst, Roberta C. Blackhurst, John Paul Blackhurst, Jacqueline Kersh, Vincent Blackhurst, Corey Starcevich and Mary E. Starcevich. Collectively the seven stockholders own Four Hundred Eighty Eight (488) shares of the Corporation which represents all of the issued stock of the Corporation. Richard L. Blackhurst presently owns Two Hundred Four and 454/1000ths (204.454) shares of the Corporation. Roberta C. Blackhurst presently owns Ninety Three and 333/1000ths (93.33) shares of the Corporation. John Paul Blackhurst presently owns Seventy One and 591/1000ths shares of the Corporation, Jacqueline Kersh presently owns Eleven and 128/1000ths (11.128) shares of the Corporation, Vincent Blackhurst present owns Eleven and 128/1000ths (11.128) shares of the Corporation, Corey Starcevich presently owns Forty Eight and 183/1000ths (48.183) shares of the Corporation and Mary Staracevich presently owns Forty Eight and 183/1000ths (48.183) shares of the Corporation. The present officers of the Corporation are Richard L. Blackhurst, President, John Paul Blackhurst, Vice President and Treasurer, Corey Starcevich, Vice President, Lori Blackhurst, Secretary, and Brent H. Gwillim, Assistant Secretary. Richard L. Blackhurst and John Paul Blackhurst are the directors of the Corporation.

Kathy, Inc. is an Illinois Corporation, incorporated in the State of Illinois on June 19, 2008 and assigned the number 6616-094-7 by the Secretary of State, State of Illinois. There are present seven stockholders of the Corporation, those individuals being Richard L. Blackhurst, Roberta C. Blackhurst, John Paul Blackhurst, Jacqueline Kersh, Vincent Blackhurst, Corey Starcevich and Mary E. Starcevich. Collectively the seven stockholders own Four Hundred Eighty Eight (488) shares of the Corporation which represents all of the issued stock of the Corporation. Richard L. Blackhurst presently owns Two Hundred Four and 454/1000ths (204.454) shares of the Corporation. Roberta C. Blackhurst presently owns Ninety Three and 333/1000ths (93.33) shares of the Corporation. John Paul Blackhurst presently owns Seventy One and 591/1000ths shares of the Corporation, Jacqueline Kersh presently owns Eleven and 128/1000ths (11.128) shares of the Corporation, Vincent Blackhurst present owns Eleven and 128/1000ths (11.128) shares of the Corporation, Corey Starcevich presently owns Forty Eight and 183/1000ths (48.183) shares of the Corporation and Mary Staracevich presently owns Forty Eight and 183/1000ths (48.183) shares of the Corporation. The present officers of the Corporation are Richard L. Blackhurst, President and Treasurer, Corey Starcevich, Vice President, Mary E. Starcevich, Secretary. Richard L. Blackhurst and John Paul Blackhurst are the directors of the Corporation.

Pursuant to this Plan of Merger, Kitchen Cooked, Inc., a Delaware Corporation, will be merged in to Kathy, Inc., an Illinois Corporation, with Kathy, Inc., an Illinois Corporation, being the surviving corporation. Upon the filing of the Articles of Merger and the Plan of Merger, the name Kathy, Inc. will change to Kitchen Cooked, Inc. The surviving corporation will adopt the Certificate of Incorporation of the Corporation now known as Kitchen Cooked, Inc., an Illinois corporation. The corporations prior to the merger each have Four Hundred Eighty Eight (488) shares issued to its shareholders, which shareholder are the same shareholders of Kitchen Cook, Inc., a Delaware Corporation, and Kathy, Inc., an Illinois Corporation. The shares of Kitchen Cooked, Inc., a Delaware Corporation will be exchanged for a like number of shares in Kathy Inc., an Illinois corporation resulting in th seven shareholders having ownership

ownership as follows:

Richard L. Blackhurst	204.454 shares
Roberta C. Blackhurst	93.333 shares
John Paul Blackhurst	71.591 shares
Jacqueline Kersh	11.128 shares
Vincent Blackhurst	11.128 shares
Corey Starcevich	48.183 shares
Mary Starcevich	<u>48.183 shares</u>
Total	488.000 shares


The stockholders and directors of both corporations have unanimously approved this Plan of Merger and the conversion of stockholding interest in the surviving corporation. There will be no cash, obligations or other securities as part of this merger.

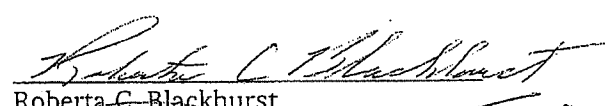
All debts, liabilities and other obligations of Kitchen Cooked, Inc. a Delaware Corporation, and Kathy, Inc., an Illinois Corporation, shall become the obligations of the surviving corporation. The name of the surviving corporation will be changed from Kathy, Inc. to Kitchen Cooked, Inc. The surviving corporation shall do business at the common address of 632 North Main, Farmington, Illinois.

The Plan of Merger as executed by all stockholders of both corporations and directors of both corporations, in addition to a copy of the executed Certificate of Merger filed with the Secretary of State, State of Illinois, shall be kept with the business papers of the surviving corporation located at 632 North Main, Farmington, Illinois. A copy of the executed Plan of Merger has been made available to all stockholders and directors of both corporations.

This Plan of Merger has been approved and adopted by the stockholders and directors of both corporations as evidenced by their signature below.

DATED THIS 24th day of July, 2008.

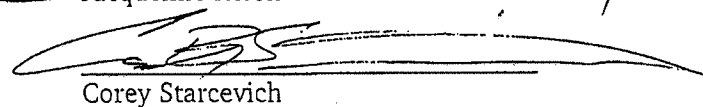

Richard L. Blackhurst

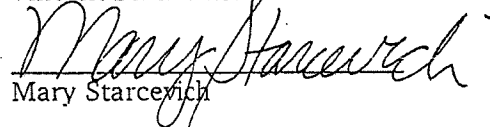

Roberta C. Blackhurst


John Paul Blackhurst


Jacqueline Kersh


Vincent Blackhurst


Corey Starcevich


Mary Starcevich

BHG/kjh
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Form **BCA-14.35**
(Rev. Jan. 2003)

**Report Following Merger
or Consolidation**

File #: 5085-233-4

Secretary of State
Department of Business Services
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com

Remit payment in the form of a
check or money order, payable to
Secretary of State.

FILED
JUL 24 2008
JESSE WHITE
SECRETARY OF STATE

DO NOT SEND CASH
This space for use by
Secretary of State
Date: 7-24-08
Franchise Tax: \$ 3.00
Filing Fee: \$ 5.00
Penalty: \$
Interest: \$
Approved: [Signature] 802

1. Corporate Name: Kitchen Cooked, Inc.

2. State or Country of Incorporation: Delaware

3. Issued shares of each corporation party to the merger prior to the merger:

Corporation	Class	Series	Par Value	Number of Shares
Kitchen Cooked, Inc.	None	None	None	488
Kitchen Cooked of Bushnell, Inc.	None	None	None	<u>1999</u>

4. Paid-in Capital of each corporation party to the merger prior to the merger:

Corporation	Paid-in Capital
Kitchen Cooked, Inc.	\$ 1000.00
Kitchen Cooked of Bushnell, Inc.	\$ <u>2000.00</u>
	\$
	\$

5. Description of merger: (Include effective date and brief explanation of the conversion as stated in the plan of merger.)
The effective date of the merger was June 11, 2008 with Kitchen Cooked of Bushnell, Inc. being merged into Kitchen Cooked, Inc., with the valuation of the shares prior to the merger and subsequent to the merger being the same. Kitchen Cooked, Inc. will still have 488 shares issued.

6. Issued shares after merger:

Class	Series	Par Value	Number of Shares
Common	None	None	488

7. Paid-in Capital of the surviving or new corporation: \$3000.00
("Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

ITEM 8 MUST BE SIGNED

8. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated July 22, 2008 Kitchen Cooked, Inc.
Month & Day Year Exact Name of Corporation
Brent H. Gwillim
Any Authorized Officer's Signature
Brent H. Gwillim, Asst. Secretary
Name and Title (type or print)

Date of this notice: 08-14-2008

Employer Identification Number:
26-3169674

Form: SS-4

Number of this notice: CP 575 A

KITCHEN COOKED INC
632 N MAIN ST
FARMINGTON, IL 61531

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 26-3169674. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Based on the information received from you or your representative, you must file the following form(s) by the date(s) shown.

Form 941	08/14/2008
Form 940	01/31/2009
Form 1120	03/15/2009

After our review of your information, we have determined that you have not filed tax returns for the above-mentioned tax period(s) dating as far back as 2008. Please file your return(s) by 08/29/2008. If there is a balance due on the return(s), penalties and interest will continue to accumulate from the due date of the return(s) until it is filed and paid. If you were not in business or did not hire any employees for the tax period(s) in question, please file the return(s) showing you have no liabilities.

If you have questions about the form(s) or the due date(s) shown, you can call us at the phone number or write to us at the address shown at the top of this notice. If you need help in determining your annual accounting period (tax year), see Publication 538, *Accounting Periods and Methods*.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination of your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue). Note: Certain tax classification elections can be requested by filing Form 8832, *Entity Classification Election*. See Form 8832 and its instructions for additional information.

IMPORTANT INFORMATION FOR S CORPORATION ELECTION:

If you intend to elect to file your return as a small business corporation, an election to file a Form 1120-S must be made within certain timeframes and the corporation must meet certain tests. All of this information is included in the instructions for Form 2553, *Election by a Small Business Corporation*.

If you are required to deposit for employment taxes (Forms 941, 943, 940, 944, 945, CT-1, or 1042), excise taxes (Form 720), or income taxes (Form 1120), you will receive a Welcome Package shortly, which includes instructions for making your deposits electronically through the Electronic Federal Tax Payment System (EFTPS). A Personal Identification Number (PIN) for EFTPS will also be sent to you under separate cover. Please activate the PIN once you receive it, even if you have requested the services of a tax professional or representative. For more information about EFTPS, refer to Publication 966, *Electronic Choices to Pay All Your Federal Taxes* and Publication 4248, *EFTPS (Brochure)*. If you need to make a deposit before you receive your Welcome Package, please visit an IRS taxpayer assistance center to obtain a Federal Tax Deposit Coupon, Form 8109-B. To locate the taxpayer assistance center nearest you, visit the IRS Web site at <http://www.irs.gov/localcontacts/index.html>. Note: You will not be able to obtain Form 8109-B by calling 1-800-829-TAXFORMS (1-800-829-3676).

The IRS is committed to helping all taxpayers comply with their tax filing obligations. If you need help completing your returns or meeting your tax obligations, Authorized e-file Providers, such as Reporting Agents (payroll service providers) are available to assist you. Visit the IRS Web site at www.irs.gov for a list of companies that offer IRS e-file for business products and services. The list provides addresses, telephone numbers, and links to their Web sites.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

IMPORTANT REMINDERS:

- * Keep a copy of this notice in your permanent records. This notice is issued only one time and the IRS will not be able to generate a duplicate copy for you.
- * Use this EIN and your name exactly as they appear at the top of this notice on all your federal tax forms.
- * Refer to this EIN on your tax-related correspondence and documents.

If you have questions about your EIN, you can call us at the phone number or write to us at the address shown at the top of this notice. If you write, please tear off the stub at the bottom of this notice and send it along with your letter. If you do not need to write us, do not complete and return the stub. Thank you for your cooperation.