

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM542517

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|---|---------------------------------|-----------------------|-----------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | CHANGE OF NAME | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Joseph Seviroli, Inc. | | 10/21/2014 | Corporation: NEW YORK |
| RECEIVING PARTY DATA | | | |
| Name: | Seviroli Foods, Inc. | | |
| Street Address: | 385 OAK STREET | | |
| City: | GARDEN CITY | | |
| State/Country: | NEW YORK | | |
| Postal Code: | 11530 | | |
| Entity Type: | Corporation: NEW YORK | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4486428 | SARO'S PASTA | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 6312494471 | | |
| <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: | 631-249-7500 | | |
| Email: | cbodner@bodnerorourke.com | | |
| Correspondent Name: | Christian P. Bodner | | |
| Address Line 1: | 425 BROADHOLLOW ROAD, SUITE 120 | | |
| Address Line 4: | MELVILLE, NEW YORK 11747 | | |
| NAME OF SUBMITTER: | Christian P. Bodner | | |
| SIGNATURE: | /christian p. bodner/ | | |
| DATE SIGNED: | 09/25/2019 | | |
| Total Attachments: 9 | | | |
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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the Department of State, at the City of Albany, on October 30, 2014.

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State

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**RESTATED
CERTIFICATE OF INCORPORATION
OF
JOSEPH SEVIROLI INC.**

OSC 45
Drawdown

Under Section 807 of the Business Corporation Law

The undersigned, being the President of Joseph Seviroli Inc., a corporation organized and existing under the laws of the State of New York and desiring to amend and restate its Certificate of Incorporation pursuant to Section 807 of the Business Corporation Law of the State of New York, hereby certifies:

1. The name of the corporation is Joseph Seviroli Inc. (the "Corporation").
2. The Certificate of Incorporation of the Corporation was filed by the Department of State on September 30, 1960.
3. Paragraph 1 of the Certificate of Incorporation, stating the name of the Corporation, is hereby amended and shall read in its entirety as follows:

"FIRST: The name of the corporation is Seviroli Foods, Inc."

4. Paragraph 2 of the Certificate of Incorporation, relating to the purpose for which the Corporation is formed, is hereby amended and shall read in its entirety as follows:

"SECOND: The purposes for which the Corporation is formed are as follows:

To manufacture, buy and sell, import and export, macaroni, spaghetti, ravioli and pasta products in bulk or in package form and food products made in whole or in part therefrom, and generally to conduct a grain and milling business and to manufacture flour, feed and cereal. To design, manufacture, buy and sell, and generally deal in macaroni dies, moulds and other machinery, tools and equipment for the manufacture and packaging of macaroni, spaghetti, ravioli and pasta products. To acquire all real property and equipment necessary to conduct the business. Also manufacture, buy and sell and generally deal in all machinery, tools and equipment in the manufacturing of sauces, spumoni and gelati.

In addition, the Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York; provided, however, that the Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained."

5. Paragraph 3 of the Certificate of Incorporation, relating to the aggregate number of shares which the Corporation is authorized to issue, and presently authorizing the

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issuance of five hundred thousand (500,000) shares of Common Stock, par value \$.01 per share, of which one hundred thousand (100,000) shares are designated Voting Common Stock and four hundred thousand (400,000) shares are designated Nonvoting Common Stock, is hereby amended to increase and reclassify its authorized shares to twenty five million (25,000,000) shares of Common Stock, par value \$.0001 per share, of which five million (5,000,000) shares shall be designated Voting Common Stock and twenty million (20,000,000) shares shall be designated Nonvoting Common Stock.

Each of the fifty thousand (50,000) shares of Voting Common Stock, par value \$.01 per share, presently issued immediately prior to the filing of this Restated Certificate of Incorporation is hereby changed at the rate of one hundred (100) shares of Voting Common Stock, par value \$.0001 per share, for each one (1) share of Voting Common Stock, par value \$.01 per share, resulting in five million (5,000,000) shares of Voting Common Stock, par value \$.0001 per share, being issued. In addition, each of the seventy seven thousand seven hundred ten (77,710) shares of Nonvoting Common Stock, par value \$.01 per share, presently issued immediately prior to the filing of this Restated Certificate of Incorporation is hereby changed at a rate of one hundred (100) shares of Nonvoting Common Stock, par value \$.0001 per share, for each one (1) share of Nonvoting Common Stock, par value \$.01 per share, resulting in seven million seven hundred seventy one thousand (7,771,000) shares of Nonvoting Common Stock, par value \$.0001 per share, being issued.

Therefore, paragraph THIRD shall read, as amended, in its entirety as follows:

"THIRD: The total number of shares of capital stock which the Corporation shall have authority to issue is twenty five million (25,000,000) shares of Common Stock, par value \$.0001 per share, of which five million (5,000,000) shares are designated Voting Common Stock and twenty million (20,000,000) shares are designated Nonvoting Common Stock. The rights of the holders of the Voting Common Stock and the Nonvoting Common Stock shall be the same in all respects except that the holders of the Voting Common Stock shall be entitled to one vote per share in all matters upon which shareholders of the Corporation are entitled to vote and the holders of the Nonvoting Common Stock shall not be entitled to vote except if, as and when expressly required by the New York Business Corporation Law.

6. Paragraph 4 of the Certificate of Incorporation, relating to the county in which the office of the Corporation is to be located, is hereby amended and shall read in its entirety as follows:

"FOURTH: The office of the Corporation is to be located in the County of Nassau, State of New York."

7. There shall be added to the Certificate of Incorporation a paragraph EIGHTH, relating to shareholder action without a meeting on written consent, which shall read in its entirety as follows:

"EIGHTH: Whenever shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action taken, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorized or take such action at a meeting at which all shares entitled to vote thereon were present and voted."

8. There shall be added to the Certificate of Incorporation a paragraph NINTH, relating to shareholder approval of plans of merger or consolidation, sales, leases, exchanges or other dispositions of all or substantially all of the assets of the Corporation, and dissolution, which shall read in its entirety as follows:

"NINTH: A plan of merger or consolidation shall be adopted at a meeting of shareholders by the holders of at least 60% of all outstanding shares entitled to vote thereon.

The shareholders shall approve a sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation, if not made in the usual or regular course of the business actually conducted by the Corporation, and may fix, or may authorize the board to fix, any of the terms and conditions thereof and the consideration to be received by the Corporation therefor, which may consist in whole or in part of cash or other property, real or personal, including shares, bonds or other securities of any other domestic or foreign corporation or corporations, by vote at a meeting of shareholders by the holders of at least 60% of all outstanding shares entitled to vote thereon.

The Corporation may be dissolved under Section 1001 of the BCL. Such dissolution shall be authorized at a meeting of shareholders by vote at a meeting of shareholders by the holders of at least 60% of all outstanding shares entitled to vote thereon, unless otherwise provided under Section 1002 of the BCL (Dissolution under provision in certificate of incorporation)."

9. There shall be added to the Certificate of Incorporation a paragraph TENTH, relating to indemnification of officers and directors of the Corporation, or the personal representatives thereof, which shall read in its entirety as follows:

"TENTH: The Corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law of the State of New York as amended from time to time, indemnify any officer or director of the Corporation or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceedings by reason of the fact that he or she, his or her testator or intestate, is or was a director or officer of the Corporation, or served any other corporation, partnership, joint venture, trust, employee benefit plan, or other

enterprise in any capacity at the request of the Corporation, against judgments, fines (including excise taxes assessed on such a person in connection with service to any employee benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein. For purposes of this Article 10, the Corporation shall be deemed to have requested such officer or director to serve an employee benefit plan where the performance by such person of his or her duties to the Corporation also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any such person, his or her testator or intestate, may be entitled apart from this Article 10."

10. There shall be added to the Certificate of Incorporation a paragraph **ELEVENTH**, relating to elimination of the personal liability of the directors of the Corporation, which shall read in its entirety as follows:

"**ELEVENTH:** The personal liability of the directors of the Corporation is eliminated to the fullest extent permitted by the provisions of paragraph (b) of Section 402 of the Business Corporation Law of the State of New York, as amended from time to time."

11. The Certificate of Incorporation, as amended, is hereby restated in its entirety as follows:

FIRST: The name of the corporation is Seviroli Foods, Inc. (the "Corporation").

SECOND: The purposes for which the Corporation is formed are as follows:

To manufacture, buy and sell, import and export, macaroni, spaghetti, ravioli and pastry products in bulk or in package form and food products made in whole or in part therefrom, and generally to conduct a grain and milling business and to manufacture flour, feed and cereal. To design, manufacture, buy and sell, and generally deal in macaroni dies, moulds and other machinery, tools and equipment for the manufacture and packaging of macaroni, spaghetti, ravioli and pastry products. To acquire all real property and equipment necessary to conduct the business. Also manufacture, buy and sell and generally deal in all machinery, tools and equipment in the manufacturing of sauces, spumoni and gelati.

In addition, the Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York; provided, however, that the Corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The total number of shares of capital stock which the Corporation shall have authority to issue is twenty five million (25,000,000) shares of Common Stock, par value \$.0001 per share, of which five million (5,000,000) shares are designated Voting Common Stock and twenty million (20,000,000) shares are designated Nonvoting Common Stock. The rights of the holders of the Voting Common Stock and the Nonvoting Common Stock shall be the same in all respects except that the holders of the Voting Common Stock shall be entitled to one vote per share in all matters upon which shareholders of the Corporation are entitled to vote and the holders of the Nonvoting Common Stock shall not be entitled to vote except if, as and when expressly required by the New York Business Corporation Law.

FOURTH: The office of the Corporation is to be located in the County of Nassau, State of New York.

FIFTH: The duration of said Corporation shall be perpetual.

SIXTH: The Secretary of State is designated as the agent of the Corporation upon whom process in any action or proceeding against it may be served within the State of New York. The address to which the Secretary of State shall mail a copy of any process against the corporation which may be served upon him pursuant to law is:

601 Brook Street
Garden City, New York 11530

SEVENTH: All of the subscribers of this certificate are of full age, and that at least two-thirds of them are citizens of the United States, and that at least one of them is a resident of the State of New York and at least one of the persons named as a director is a citizen of the United States and a resident of the State of New York.

EIGHTH: Whenever shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action taken, signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

NINTH: A plan of merger or consolidation shall be adopted at a meeting of shareholders by the holders of at least 60% of all outstanding shares entitled to vote thereon.

The shareholders shall approve a sale, lease, exchange or other disposition of all or substantially all the assets of the Corporation, if not made in the usual or regular course of the business actually conducted by the Corporation, and may fix, or may authorize the board to fix, any of the terms and conditions thereof and the consideration to be received by the Corporation therefor, which may consist in whole or in part of cash or other property, real or personal, including shares, bonds or other securities of any other domestic or foreign corporation or corporations, by vote at a meeting of shareholders by the holders of at least 60% of all outstanding shares entitled to vote thereon.

The Corporation may be dissolved under Section 1001 of the BCL. Such dissolution shall be authorized at a meeting of shareholders by vote at a meeting of shareholders by the holders of at least 60% of all outstanding shares entitled to vote thereon, unless otherwise provided under Section 1002 of the BCL (Dissolution under provision in certificate of incorporation).


TENTH: The Corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law of the State of New York as amended from time to time, indemnify any officer or director of the Corporation or the personal representatives thereof, made or threatened to be made a party in any civil or criminal action or proceedings by reason of the fact that he or she, his or her testator or intestate, is or was a director or officer of the Corporation, or served any other corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise in any capacity at the request of the Corporation, against judgments, fines (including excise taxes assessed on such a person in connection with service to any employee benefit plan), amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding or any appeal therein. For purposes of this Article 10, the Corporation shall be deemed to have requested such officer or director to serve an employee benefit plan where the performance by such person of his or her duties to the Corporation also imposes duties on, or otherwise involves services by, such person to the plan or participants or beneficiaries of the plan. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any such person, his or her testator or intestate, may be entitled apart from this Article 10.

ELEVENTH: The personal liability of the directors of the Corporation is eliminated to the fullest extent permitted by the provisions of paragraph (b) of Section 402 of the Business Corporation Law of the State of New York, as amended from time to time.

12. The holders of all of the shares of the Corporation have signed a written consent approving and adopting this Restated Certificate of Incorporation.

13. This Restated Certificate of Incorporation was authorized and approved unanimously by the Corporation's board of directors.

IN WITNESS WHEREOF, the undersigned authorized person has caused this Amended and Restated Certificate to be executed this October 21, 2014.



Name: Joseph Sevrull, Jr.
Title: President

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**RESTATED
CERTIFICATE OF INCORPORATION
OF
JOSEPH SEVIROLI INC.**

Under Section 807 of the Business Corporation Law

1.CE
**STATE OF NEW YORK
DEPARTMENT OF STATE**

FILED OCT 29 2014

TAXES _____
BY: *DVC* _____

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Filed by:
Nixon Peabody LLP
50 Jericho Quadrangle, Suite 300
Jericho, New York 11753

*Cust Ref # 346433
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