

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM637848

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER AND CHANGE OF NAME
EFFECTIVE DATE:	12/30/1988
RESUBMIT DOCUMENT ID:	900607440

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Xtra Factors, Inc.		12/30/1988	Corporation: PENNSYLVANIA

NEWLY MERGED ENTITY DATA

Name	Execution Date	Entity Type
XF Enterprises, Inc.	12/30/1988	Corporation: PENNSYLVANIA

MERGED ENTITY'S NEW NAME (RECEIVING PARTY)

Name:	XF Enterprises, Inc.
Street Address:	500 S. Taylor
Internal Address:	Suite 301
City:	Amarillo
State/Country:	TEXAS
Postal Code:	79101
Entity Type:	Corporation: PENNSYLVANIA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	0719745	XTRA FACTORS

CORRESPONDENCE DATA

Fax Number: 2155319164

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.

Phone: 2152418866

Email: sjaskiewicz@sgrvlaw.com

Correspondent Name: Stanley Peter Jaskiewicz

Address Line 1: 1635 Market Street 7th Floor

Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	025121-0001
NAME OF SUBMITTER:	Stanley P Jaskiewicz

SIGNATURE:	/Stanley P Jaskiewicz/
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DATE SIGNED:	04/08/2021
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Total Attachments: 84

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Response To Office Action for Post-Registration Matters

The table below presents the data as entered.

Input Field	Entered
SERIAL NUMBER	72102012
REGISTRATION NUMBER	0719745
RESPONSE TYPE	Response to Office Action for Combined Declaration of Use and/or Excusable Nonuse/Application for Renewal under Sections 8 & 9.
MARK SECTION	
MARK FILE NAME	https://tmng-al.uspto.gov/resting2/api/img/72102012/large
LITERAL ELEMENT	XTRA FACTORS
STANDARD CHARACTERS	NO
USPTO-GENERATED IMAGE	NO
EVIDENCE SECTION	
EVIDENCE FILE NAME(S)	
ORIGINAL PDF FILE	evi_26014487028cb0c068a7c_59996f4e-2021011418454251_2493_-_Takhar_Xtra_Factor_s_Office_Action_Follow_up_Information.pdf
CONVERTED PDF FILE(S) (1 page)	\FTICRS\EXPORT\8\IMAGEOUT_18\721\020\72102012\xml4\ TRS0002.JPG
ORIGINAL PDF FILE	evi_26014487028cb0c068a7c_59996f4e-2021011418454251_2493_-_Assignment_Cover_Letter.pdf
CONVERTED PDF FILE(S) (1 page)	\FTICRS\EXPORT\8\IMAGEOUT_18\721\020\72102012\xml4\ TRS0003.JPG
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	I) Evidence of recordation of Assignment of Mark in connection with Merger and

DESCRIPTION OF EVIDENCE FILE	Name Change. 2) Evidence of recordation of Merger and Name Change with Registrant's state of incorporation. 3) Cover letters in connection with same.
CORRESPONDENCE INFORMATION (current)	
NAME	STANLEY P JASKIEWICZ
PRIMARY EMAIL ADDRESS FOR CORRESPONDENCE	sjaskiewicz@sgrvlaw.com
SECONDARY EMAIL ADDRESS(ES) (COURTESY COPIES)	jehrllich@sgrvlaw.com; klove@sgrvlaw.com
CORRESPONDENCE INFORMATION (proposed)	
NAME	STANLEY P JASKIEWICZ
PRIMARY EMAIL ADDRESS FOR CORRESPONDENCE	sjaskiewicz@sgrvlaw.com
SECONDARY EMAIL ADDRESS(ES) (COURTESY COPIES)	jehrllich@sgrvlaw.com; klove@sgrvlaw.com
PAYMENT SECTION	
TOTAL FEES DUE	0
SIGNATURE SECTION	
DECLARATION SIGNATURE	/Stanley P Jaskiewicz/
SIGNATORY'S NAME	Stanley P Jaskiewicz
SIGNATORY'S POSITION	Attorney of Recrod PA Bar Member
SIGNATORY'S PHONE NUMBER	215-241-8866
DATE SIGNED	01/14/2021
SIGNATURE METHOD	Signed directly within the form
RESPONSE SIGNATURE	/Stanley P. Jaskiewicz/
SIGNATORY'S NAME	Stanley P. Jaskiewicz
SIGNATORY'S POSITION	Attorney of record PA Bar Member
SIGNATORY'S PHONE NUMBER	2152418866
DATE SIGNED	01/14/2021
ROLE OF AUTHORIZED SIGNATORY	Authorized U.S.-Licensed Attorney
SIGNATURE METHOD	Signed directly within the form
FILING INFORMATION SECTION	
SUBMIT DATE	Thu Jan 14 18:59:31 ET 2021
TEAS STAMP	USPTO/TRS-XXXX:XX:XXXX:XX XX:XXXX:XXXX:XXX:XXXX-202 10114185931301964-0719745 -7604f6a27dd74515c6335a4f 55a46c18ae8dc70a0664a4c4c cfe41fa99d897f-N/A-N/A-20 210114184542512493

To the Commissioner for Trademarks:

Registration no. **0719745** XTRA FACTORS (Stylized and/or with Design, see [https://tmng-al.uspto.gov /resting2/api/img/7210201_2/large](https://tmng-al.uspto.gov/resting2/api/img/7210201_2/large)) has been amended as follows:

RESPONSE TYPE

Response to Office Action for Combined Declaration of Use and/or Excusable Nonuse/Application for Renewal under Sections 8 & 9.

EVIDENCE

Evidence has been attached: 1) Evidence of recordation of Assignment of Mark in connection with Merger and Name Change. 2) Evidence of recordation of Merger and Name Change with Registrant's state of incorporation. 3) Cover letters in connection with same.

Original PDF file:

[evi_26014487028cb0c068a7c_59996f4e-2021011418454251_2493_Takhar_Xtra_Factor's_Office_Action_Follow_up_Information.pdf](#)

Converted PDF file(s) (1 page) [Evidence-1](#)

Original PDF file:

[evi_26014487028cb0c068a7c_59996f4e-2021011418454251_2493_Assignment_Cover_Letter.pdf](#)

Converted PDF file(s) (1 page) [Evidence-1](#)

Original PDF file:

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Converted PDF file(s) (2 pages) [Evidence-1Evidence-2](#)

Original PDF file:

[evi_26014487028cb0c068a7c_59996f4e-2021011418454251_2493_Agreement_n_Plan_of_Merger_XF_and_Xtra_Factors_Kansas_081808.pdf](#)

Converted PDF file(s) (16 pages) [Evidence-1Evidence-2Evidence-3Evidence-4Evidence-5Evidence-6Evidence-7Evidence-8Evidence-9Evidence-10Evidence-11Evidence-12Evidence-13Evidence-14Evidence-15Evidence-16](#)

Original PDF file:

[evi_26014487028cb0c068a7c_59996f4e-2021011418454251_2493_rt_of_Kansas_true_copy_of_Cert_and_Articles_of_Merger_081808.pdf](#)

Converted PDF file(s) (21 pages) [Evidence-1Evidence-2Evidence-3Evidence-4Evidence-5Evidence-6Evidence-7Evidence-8Evidence-9Evidence-10Evidence-11Evidence-12Evidence-13Evidence-14Evidence-15Evidence-16Evidence-17Evidence-18Evidence-19Evidence-20Evidence-21](#)

Converted PDF file(s) (21 pages) [Evidence-1Evidence-2Evidence-3Evidence-4Evidence-5Evidence-6Evidence-7Evidence-8Evidence-9Evidence-10Evidence-11Evidence-12Evidence-13Evidence-14Evidence-15Evidence-16Evidence-17Evidence-18Evidence-19Evidence-20Evidence-21](#)

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Converted PDF file(s) (15 pages) [Evidence-1Evidence-2Evidence-3Evidence-4Evidence-5Evidence-6Evidence-7Evidence-8Evidence-9Evidence-10Evidence-11Evidence-12Evidence-13Evidence-14Evidence-15](#)

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Correspondence Information (current):

STANLEY P JASKIEWICZ

PRIMARY EMAIL FOR CORRESPONDENCE: sjaskiewicz@sgrvlaw.com

SECONDARY EMAIL ADDRESS(ES) (COURTESY COPIES): jehrllich@sgrvlaw.com; klove@sgrvlaw.com

Correspondence Information (proposed):

STANLEY P JASKIEWICZ

PRIMARY EMAIL FOR CORRESPONDENCE: sjaskiewicz@sgrvlaw.com

SECONDARY EMAIL ADDRESS(ES) (COURTESY COPIES): jehrllich@sgrvlaw.com; klove@sgrvlaw.com

Requirement for Email and Electronic Filing: I understand that a valid email address must be maintained by the owner/holder and the owner's/holder's attorney, if appointed, and that all official trademark correspondence must be submitted via the Trademark Electronic Application System (TEAS).

FEE(S)

Fee(s) in the amount of \$0 is being submitted.

Declaration

To the best of the signatory's knowledge, information, and belief, formed after an inquiry reasonable under the circumstances, the allegations and other factual contentions made above have evidentiary support.

The signatory being warned that willful false statements and the like are punishable by fine or imprisonment, or both, under 18 U.S.C. § 1001, and that such willful false statements and the like may jeopardize the validity of this submission and the registration, declares that all statements made of his/her own knowledge are true and all statements made on information and belief are believed to be true.

SIGNATURE(S)

Signature: /Stanley P Jaskiewicz/ Date: 01/14/2021
Signatory's Name: Stanley P Jaskiewicz
Signatory's Position: Attorney of Record PA Bar Member
Signatory's Phone Number: 215-241-8866
Signature method: Signed directly within the form

Signature: /Stanley P. Jaskiewicz/ Date: 01/14/2021
Signatory's Name: Stanley P. Jaskiewicz
Signatory's Position: Attorney of record PA Bar Member

Signatory's Phone Number: 2152418866 Signature method: Signed directly within the form

The signatory has confirmed that he/she is a U.S.-licensed attorney who is an active member in good standing of the bar of the highest court of a U.S. state (including the District of Columbia and any U.S. Commonwealth or territory); and he/she is currently the owner's/holder's attorney or an associate thereof; and to the best of his/her knowledge, if prior to his/her appointment another U.S.-licensed attorney not currently associated with his/her company/firm previously represented the owner/holder in this matter: the owner/holder has revoked their power of attorney by a signed revocation or substitute power of attorney with the USPTO; the USPTO has granted that attorney's withdrawal request; the owner/holder has filed a power of attorney appointing him/her in this matter; or the owner's/holder's appointed U.S.-licensed attorney has filed a power of attorney appointing him/her as an associate attorney in this matter.

Mailing Address: STANLEY P JASKIEWICZ
SPECTOR GADON ROSEN VINCI P.C.
SPECTOR GADON ROSEN VINCI P.C.
1635 MARKET STREET 7th FLOOR
PHILADELPHIA, Pennsylvania 19103

Mailing Address: STANLEY P JASKIEWICZ
SPECTOR GADON ROSEN VINCI P.C.
SPECTOR GADON ROSEN VINCI P.C.
1635 MARKET STREET 7th FLOOR
PHILADELPHIA, Pennsylvania 19103

PAYMENT:
PAYMENT DATE:

Serial Number: 72102012
Internet Transmission Date: Thu Jan 14 18:59:31 ET 2021
TEAS Stamp: USPTO/TRS-XXXX:XX:XXXX:XXXX:XXXX:XXXX:XX
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42512493

APPLICANT'S ACCT NO.

DSCB:BCL-903 (Rev. 7-78)-2

Filing Fee: \$90 plus \$20 for each party corporation in excess of two A.M.D.

Articles of Merger - Business Corporation

88571408

(Line for numbering)

892540

COMMONWEALTH OF PENNSYLVANIA DEPARTMENT OF STATE CORPORATION BUREAU

Filed this JUN 30 1988 day of 19

Commonwealth of Pennsylvania Department of State

Off. JUL 01 1988 - 9:00 A.M.

James J. Blaylock Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 903 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1903), the undersigned corporations, desiring to effect a merger, hereby certify that:

1. The name of the corporation surviving the merger is:

X-F INVESTMENT COMPANY, INC.

2. (Check and complete one of the following):

[X] The surviving corporation is a domestic corporation and the location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

99 Locust Bend Road

(NUMBER)

(STREET)

Ephrata,

(CITY)

Pennsylvania

17522

(ZIP CODE)

[] The surviving corporation is a foreign corporation incorporated under the laws of (NAME OF JURISDICTION) and the location of its office registered with such domiciliary jurisdiction is:

(NUMBER)

(STREET)

(CITY)

(STATE)

(ZIP CODE)

3. The name and the location of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

- 1. Xtra Factors, Inc. - 99 Locust Bend Road Ephrata, PA 17522
2. Palmerton Feed and Grain Corp. - 99 Locust Bend Road Ephrata, PA 17522
3. Minerals, Vitamins, Premix, Inc. - c/o Spector Cohen Gadon & Rosen, P.C. 1700 Market Street, 29th Floor Philadelphia, PA 19103

The name and the location of the registered office of each other non-qualified foreign business corporation which is a party to the plan of merger are as follows:

- 1. Xtra Factors of Kansas, Inc. - Pioneer Industrial Park Pratt, KS 67124
2. Nutrition Service Associates, Inc. - 6608 West Main Street Belleville, IL 62223

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DSC8.BCL—903 Rev. 7-78-2

4. (Check, and if appropriate, complete one of the following):

- The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.
- The plan of merger shall be effective on July 1, 1988 at 9:00 A.M.
(DATE) (HOUR)

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

NAME OF CORPORATION	MANNER OF ADOPTION
Xtra-Factors, Inc.	- Approved by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and all of the Directors, and filed with the Secretary of the Corporation.
Palmerton Feed and Grain Corp.	- Approved by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and all of the Directors, and filed with the Secretary of the Corporation.
Minerals, Vitamins, Premix, Inc.	- Approved by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and all of the Directors, and filed with the Secretary of the Corporation.
X-F Investment Company, Inc.	- Approved by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and all of the Directors, and filed with the Secretary of the Corporation.

6. (Strike out this paragraph if no foreign corporation is party to the merger.) The plan was authorized, adopted or approved, as the case may be, by the foreign corporation (or each of the foreign corporations) in accordance with the laws of the jurisdiction in which it was formed.

7. The plan of merger is set forth in Exhibit A, attached hereto and made a part hereof.

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IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 29th day of June, 1988

X-P INVESTMENT COMPANY, INC.

(NAME OF CORPORATION)

By:

R. Hollis Klett
R. HOLLIS KLETT (SIGNATURE)

President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

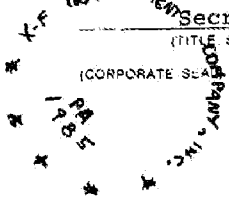
Attest:

Richard R. Mumma
RICHARD R. MUMMA (SIGNATURE)

Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)



XTRA FACTORS, INC.

(NAME OF CORPORATION)

By:

R. Hollis Klett
R. HOLLIS KLETT (SIGNATURE)

President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

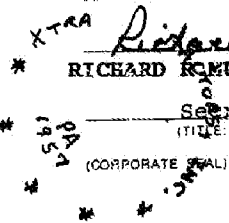
Attest:

Richard R. Mumma
RICHARD R. MUMMA (SIGNATURE)

Secretary

(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)



XTRA FACTORS OF KANSAS, INC.

By: R. Hollis Klett
R. HOLLIS KLETT, President

Attest: Richard R. Mumma
RICHARD R. MUMMA, Assistant Secretary

(Corporate Seal)

(CORPORATE SEAL)



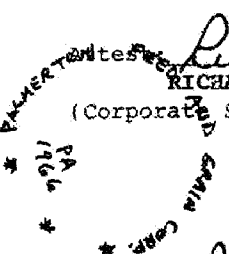
PALMERTON FEED AND GRAIN CORP.

By: R. Hollis Klett
R. HOLLIS KLETT, President

Attest: Richard R. Mumma
RICHARD R. MUMMA, Secretary

(Corporate Seal)

(CORPORATE SEAL)



NUTRITION SERVICE ASSOCIATES, INC.

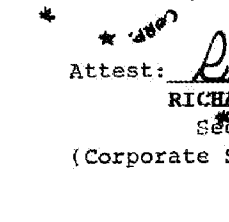
By: R. Hollis Klett
R. HOLLIS KLETT, President

Attest: Richard R. Mumma
RICHARD R. MUMMA, Assistant Secretary

Secretary

(Corporate Seal)

(CORPORATE SEAL)



88571411

[Signatures Cont'd From Previous Page]

MINERALS, VITAMINS, PREMIX, INC.

By:

R. Hollis Klett
R. HOLLIS KLETT, President

Attest:

Richard R. Mumma
RICHARD R. MUMMA, Secretary
(Corporate Seal)

Page 4 of 4 Pages

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88571412

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger ("Agreement") dated as of June 29th, 1988, by and among X-F INVESTMENT COMPANY, INC., a Pennsylvania corporation (the "Surviving Corporation"), XTRA FACTORS, INC., a Pennsylvania corporation ("Xtra-PA"), PALMERTON FEED AND GRAIN CORP., a Pennsylvania corporation ("Palmerton"), MINERALS, VITAMINS, PREMIX, INC., a Pennsylvania corporation ("MVP"), XTRA FACTORS OF KANSAS, INC., a Kansas corporation ("Xtra-KS") and NUTRITION SERVICE ASSOCIATES, INC., an Illinois corporation ("NSA") (the Surviving Corporation, Xtra-PA, Palmerton, MVP, Xtra-KS and NSA hereinafter called the "Constituent Corporations") (Xtra-PA, Palmerton, MVP, Xtra-KS and NSA being sometimes hereinafter collectively called the "Subsidiaries" and each individually called a "Subsidiary")

W I T N E S S E T H :

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, the Surviving Corporation has authorized capitalization consisting of 250,000 shares of common stock,

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par value \$1.00 per share, of which 85,300 shares are issued and outstanding; and

WHEREAS, Xtra-PA, Palmerton and MVP are corporations duly organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, Xtra-PA has authorized capitalization consisting of 250,000 shares of common stock, par value \$1.00 per share, of which 88,300 are issued and outstanding; and

WHEREAS, Palmerton has authorized capitalization consisting of 10,000 shares of common stock, par value \$10.00 per share, of which 1,000 are issued and outstanding; and

WHEREAS, MVP has authorized capitalization consisting of 1,000 shares of common stock, par value \$1.00 per share, of which 1,000 are issued and outstanding; and

WHEREAS, Xtra-KS is a corporation duly organized and existing under the laws of the State of Kansas; and

WHEREAS, Xtra-KS has authorized capitalization consisting of 50,000 shares of common stock, par value \$1.00 per share, of which 12,000 are issued and outstanding; and

WHEREAS, NSA is a corporation duly organized and existing under the laws of the State of Illinois; and

WHEREAS, NSA has authorized capitalization consisting of 10,000 shares of common stock, par value \$10.00 per share, of which 180 are issued and outstanding; and

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WHEREAS, the respective boards of directors of the Surviving Corporation and the Subsidiaries have determined that it is advisable that the Subsidiaries be merged with and into the Surviving Corporation on the terms and conditions hereinafter set forth, in order to simplify the corporate structure and operations of the Surviving Corporation; and

WHEREAS, the Surviving Corporation has previously obtained a Certificate of Authority to do business in Illinois pursuant to Sections 1305 et seq. of the Illinois Business Corporation Act (the "Illinois Law"); and

WHEREAS, the Surviving Corporation has previously obtained a Certificate of Authority to do business in Kansas pursuant to Sections 17-7301 et seq. of the Kansas General Corporation Code (the "Kansas Law").

NOW, THEREFORE, in consideration of the premises and mutual agreements, covenants and provisions herein contained, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 On the Effective Date (as defined in Section 1.4 hereof), each of the Subsidiaries shall be merged with and into the Surviving Corporation, the name of which shall continue to be, from and after the Effective Date, "X-F INVESTMENT COMPANY, INC."

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1.2 From and after the Effective Date, the separate existence of each of the Subsidiaries shall cease and the Surviving Corporation shall continue in existence and conduct the business theretofore conducted by the Subsidiaries. Such merger shall in all respects have the effect provided for in Sections 901 and 907 of the Pennsylvania Business Corporation Law (the "Pennsylvania Law"), Sections 11.35 and 11.50 of the Illinois Law, and Sections 17-6702 and 17-6709 of the Kansas Law.

1.3 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order fully to effect the merger herein described. In the event that, at any time following the Effective Date, the Surviving Corporation shall consider that any further assignments, conveyances or assurances are necessary or desirable fully to effect the provisions hereof, the proper officers and directors of the Constituent Corporations shall execute and deliver any and all proper deeds, assignments and assurances, and do all things necessary or proper, fully to effect the provisions hereof.

1.4 The term "Effective Date" as used herein shall mean July 1, 1988.

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ARTICLE II

CERTIFICATE OF INCORPORATION;
BY-LAWS; BOARD OF DIRECTORS; OFFICERS

2.1 The Certificate of Incorporation of the Surviving Corporation as in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation from and after the Effective Date, until the same shall be amended in accordance with applicable law.

2.2 The By-laws of the Surviving Corporation as in effect on the Effective Date shall be the By-laws of the Surviving Corporation from and after the Effective Date, until the same shall be altered, amended or repealed in accordance with applicable law.

2.3 From and after the Effective Date, the officers and directors of the Surviving Corporation shall continue to serve as the officers and directors of the Surviving Corporation, each to serve until his or her successor shall have been duly elected and qualified.

ARTICLE III

TERMS OF THE TRANSACTION

The mode of carrying into effect the merger provided for in this Agreement and the manner of converting or exchanging

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the shares of stock of the Constituent Corporations are as follows:

3.1 On the Effective Date, the shares of each Subsidiary owned by the Surviving Corporation (or, in the case of Palmerton, Xtra-KS and NSA by Xtra-PA) shall be surrendered to such Subsidiary in consideration of the transfer of the assets of such Subsidiary to the Surviving Corporation and the Surviving Corporation's assumption of the liabilities and obligations of such Subsidiary.

3.2 Immediately following the Effective Date, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the parties hereto, and all and singular, the rights, privileges, powers and franchises of each of the parties hereto, and all property, real, personal and mixed, and all debts due to either of the parties hereto on whatever account, for stock subscriptions as well as all other things in action or belonging to each of the parties hereto, without further act or deed, all in accordance with, and with the effect stated in, Section 907 of the Pennsylvania Law, Section 11.50 of the Illinois Law, and Section 17-6709 of the Kansas Law.

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ARTICLE IV

SHAREHOLDER APPROVAL

This Agreement shall be submitted to the shareholders of each of the Constituent Corporations as provided by the applicable provisions of the Pennsylvania Law, the Illinois Law and the Kansas Law. If this Agreement is duly authorized and adopted by the requisite votes or written consents of such shareholders and is not terminated and abandoned pursuant to the provisions of Article V hereof, this Agreement, and any appropriate related documents, shall be executed, filed and recorded in accordance with the applicable provisions of the Pennsylvania Law, the Illinois Law and the Kansas Law as soon as practicable following receipt of the last approval by such shareholders.

ARTICLE V

TERMINATION

At any time prior to the filing of this Agreement with the appropriate authorities of the Commonwealth of Pennsylvania and the States of Illinois and Kansas, the board of directors of the Surviving Corporation may terminate and abandon this Agreement, notwithstanding favorable action with respect hereto by the shareholders of any or all of the Constituent Corporations, or by the board of directors of the Surviving Corporation or any Subsidiary.

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ARTICLE VI

AMENDMENTS

The respective boards of directors of the Surviving Corporation and the Subsidiaries, prior to the Effective Date, may amend, modify and supplement this Agreement in such manner as they may determine, at any time before or after approval or adoption hereof by the shareholders of the Surviving Corporation or the Subsidiaries; provided, however, that following approval by the shareholders of the Surviving Corporation, no such amendment, modification or supplement shall alter or change the amount or kind of securities or consideration to be received in the merger herein described, alter or change any term of the Certificate of Incorporation of the Surviving Corporation, or alter or change any of the terms and conditions of this Agreement in a manner which would adversely affect the shareholders of the Surviving Corporation or any Subsidiary.

ARTICLE VII

MISCELLANEOUS

7.1 This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original; such counterparts shall together constitute one and the same executed original instrument.

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7.2 Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended (or shall be construed) to confer upon or give to any party, person, firm or corporation, other than the Constituent Corporations or their respective successors and assigns, any rights or remedies under or by reason of this Agreement.

7.3 This Agreement and the legal relations among the parties hereto shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, this Agreement, having first been duly unanimously approved by the respective Boards of Directors of X-F Investment Company, Inc., a Pennsylvania corporation, Xtra Factors, Inc., a Pennsylvania corporation, Palmerton Feed and Grain Corp., a Pennsylvania corporation, Minerals, Vitamins, Premix, Inc., a Pennsylvania corporation, Xtra Factors of Kansas, Inc., a Kansas Corporation, and Nutrition Service Associates, Inc., an Illinois corporation, is hereby executed under seal on behalf of each of said corporations by their duly authorized officers.

X-F INVESTMENT COMPANY, INC.,
a Pennsylvania Corporation

Richard R. Mumma
RICHARD R. MUMMA, Secretary

By: *R. Hollis Klett*
R. HOLLIS KLETT, President

[SEAL]
PA 1985
X-F INVESTMENT COMPANY

88571421

XTRA FACTORS, INC.,
a Pennsylvania Corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

PALMERTON FEED AND GRAIN CORP.,
a Pennsylvania corporation.

By: R. Hollis Klett
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

MINERALS, VITAMINS, PREMIX,
INC., a Pennsylvania
corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

XTRA FACTORS OF KANSAS, INC.,
a Kansas corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Assistant
Secretary
[SEAL]

NUTRITION SERVICE ASSOCIATES,
INC., an Illinois corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Assistant
Secretary
[SEAL]

88571422

Commonwealth of Pennsylvania



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of Article IX of the Business Corporation Law (Act of May 5, 1933, P. L. 364), as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF MERGER

evidencing the merger of any one or more domestic corporations, and any one or more foreign corporations into one of such corporations under the provisions of that law; and

Whereas, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by NUTRITION SERVICE ASSOCIATES, INC., a Illinois corporation, XTRA FACTORS OF KANSAS, INC., a Kansas corporation, MINERALS, VITAMINS, PREMIX, INC., a Pennsylvania corporation, PALMERTON FEED AND GRAIN CORP., a Pennsylvania corporation, XTRA FACTORS, INC., a Pennsylvania corporation and X-F INVESTMENT COMPANY, INC., a Pennsylvania corporation

It is, Therefore, Certified, That from the Articles of Merger filed with the Department of State, it appears that the above named corporations have been merged into and with X-F INVESTMENT COMPANY, INC., the Pennsylvania corporation

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, hereby declare that X-F INVESTMENT COMPANY, INC., the Pennsylvania corporation shall be the surviving corporation.

Given

Effective: July 1, 1988
under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 30th day of June in the year of our Lord one thousand nine hundred and eighty-eight and of the Commonwealth the two hundred twelfth.

James J. Blaylock

Secretary of the Commonwealth pjd

DSCB-56-B-(7-75)

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REEL: 007245 FRAME: 0460

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
BILL GRAVES



To all to whom these presents shall come, Greetings:

I, Bill Graves, Secretary of State of the State of Kansas, do hereby certify that the attached is a true and correct copy of an original on file and of record in this office.

STATE OF KANSAS }
PRATT COUNTY. } SS

This instrument was filed for record on
the 13 day of July, 1988
at 8:30 o'clock AM and duly recorded
in Book 310 Page 311 Fees \$25.00

Wesley Lancaster
Register of Deeds

Deputy

In testimony whereof:

I hereto set my hand and cause to be affixed my
official seal. Done at the City of Topeka on the
date below:

Original Compared With Record

JUN 30 1988



Bill Graves

BILL GRAVES
SECRETARY OF STATE

BY

Willa M. Roe
ASSISTANT SECRETARY OF STATE

211

CERTIFICATE AND ARTICLES OF MERGER

The undersigned, the respective duly authorized officers of X-F INVESTMENT COMPANY, INC., a Pennsylvania corporation (the "Surviving Corporation"), XTRA FACTORS, INC., a Pennsylvania corporation ("Xtra-PA"), PALMERTON FEED AND GRAIN CORP., a Pennsylvania corporation ("Palmerton"), MINERALS, VITAMINS, PREMIX, INC., a Pennsylvania corporation ("MVP"), XTRA FACTORS OF KANSAS, INC., a Kansas corporation ("Xtra-KS") and NUTRITION SERVICE ASSOCIATES, INC., an Illinois corporation ("NSA"), do hereby each certify and swear, under the penalties of false statement, that the statements contained herein are true:

1. Attached hereto as Exhibit "A" and made a part hereof is the Agreement and Plan of Merger (the "Plan") adopted by the shareholders and directors of the Surviving Corporation, Xtra-PA, Palmerton, MVP, Xtra-KS and NSA (in each case in accordance with the laws of the jurisdiction in which it was formed), as described below:

(a) as to the Surviving Corporation: (i) 85,300 shares of the common stock of the Surviving Corporation, the Surviving Corporation's only class of stock, were entitled to vote on the Plan; (ii) an affirmative vote of the majority of the voting power of the outstanding shares of such common stock entitled to vote thereon

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was required; and (iii) the affirmative written consents of the holders of all 85,300 shares of such common stock in favor of the Plan (and no negative consents or votes) were obtained without a meeting pursuant to Section 513 of the Pennsylvania Business Corporation Law (the "Pennsylvania Law").

(b) As to Xtra-PA: (i) 89,400 shares of the common stock of Xtra-PA, Xtra-PA's only class of stock, were entitled to vote on the Plan; (ii) an affirmative vote of a majority of the voting power of the outstanding shares of such common stock entitled to vote thereon was required; and (iii) the affirmative written consents of the holders of all 89,400 shares of such common stock in favor of the Plan (and no negative consents or votes) were obtained without a meeting pursuant to Section 513 of the Pennsylvania Law.

(c) As to Palmerton: (i) 1,000 shares of the common stock of Palmerton, Palmerton's only class of stock, were entitled to vote on the Plan; (ii) an affirmative vote of a majority of the voting power of the outstanding shares of such common stock entitled to vote thereon was required; and (iii) the affirmative written consents of the holders of all 1,000 shares of such common stock in favor of the Plan (and no

negative consents of votes) were obtained without a meeting pursuant to Section 513 of the Pennsylvania Law.

(d) As to MVP: (i) 1,000 shares of the common stock of MVP, MVP's only class of stock, were entitled to vote on the Plan; (ii) an affirmative vote of the majority of the voting power of the outstanding shares of such common stock entitled to vote thereon was required; and (iii) the affirmative written consents of the holders of all 1,000 shares of such common stock in favor of the Plan (and no negative consents or votes) were obtained without a meeting pursuant to Section 513 of the Pennsylvania Law.

(e) As to Xtra-KS: (i) 12,000 shares of the common stock of Xtra-KS, Xtra-KS's only class of stock, were entitled to vote on the Plan; (ii) an affirmative vote of a majority of the voting power of the outstanding shares of such common stock entitled to vote thereon was required; and (iii) the affirmative written consents of all 12,000 shares of such common stock in favor of the Plan (and no negative consents or votes) were obtained without a meeting pursuant to Section 17-6518 of the Kansas General Corporation Code (the "Kansas Law").

(f) As to NSA: (i) 180 shares of the common stock of the NSA, NSA's only class of stock, were entitled to vote on the Plan; (ii) an affirmative vote of a two-thirds of the voting power of the outstanding shares of such common stock entitled to vote thereon was required; (iii) the affirmative written consents of all 180 shares of such common stock in favor of the Plan (and no negative consents or votes) were obtained without a meeting pursuant to Section 7.10 of the Illinois Business Corporation Act (the "Illinois Law").

2. (a) Pursuant to Section 17-6702(d) of the Kansas Law, the Surviving Corporation does hereby:

(i) agree that it may be served with process in the State of Kansas in any proceeding for enforcement of any obligation of Xtra-KS, as well as for enforcement of any obligation of the Surviving Corporation, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 17-6712 of the Kansas Law; and

(ii) irrevocably appoint the Secretary of State of the State of Kansas as its agent to accept service of process in any such suit or other proceedings; and

(iii) specify the following address as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Kansas: X-F Investment Company, Inc., 99 Locust Bend Road, Ephrata, Pennsylvania 17522.

(b) Pursuant to Section 11.35(b) of the Illinois Law, the Surviving Corporation does hereby:

(i) agree that it may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of NSA and in any proceeding for the enforcement of the rights of a dissenting shareholder of NSA against the Surviving Corporation; and

(ii) irrevocably appoint the Secretary of State of the State of Illinois as its agent to accept service of process in any such proceeding (the address to which the Secretary of State of Illinois shall mail a copy of the process in such proceeding being X-F Investment Company, Inc., 99 Locust Bend Road, Ephrata, Pennsylvania 17522); and

(iii) agree that it will promptly pay to any dissenting shareholders of NSA the amount, if any, to which they shall be entitled under the provisions of the Illinois Law with respect to the rights of dissenting shareholders.

(c) Pursuant to Section 903 of the Pennsylvania Law, the Surviving Corporation does hereby certify that the name and location of the registered office of the Surviving Corporation is and shall be, from and after the effective date specified in Paragraph 4 hereof, as follows: X-F Investment Company, Inc., 99 Locust Bend Road, Ephrata, Pennsylvania 17522.

3. Upon compliance with the filing and recording requirements of the laws of the Commonwealth of Pennsylvania and the States of Kansas and Illinois, the corporations party hereto shall have complied with all applicable provisions of the Pennsylvania Law, of the Kansas Law, and of the Illinois Law.

4. The effective date of the Plan shall be July 1, 1988.

IN WITNESS WHEREOF, the undersigned have executed the foregoing under seal this 29th day of June, 1988.

X-F INVESTMENT COMPANY, INC.


Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

R. Hollis Klett
R. HOLLIS KLETT, President

XTRA FACTORS, INC.

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

R. Hollis Klett
R. HOLLIS KLETT, President

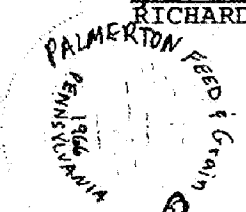
[SIGNATURES CONTINUED ON NEXT PAGE]

[SIGNATURES CONTINUED FROM PREVIOUS PAGE]

PALMERTON FEED AND GRAIN CORP.

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

R. Hollis Klett
R. HOLLIS KLETT, President



MINERALS, VITAMINS, PREMIX, INC.

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

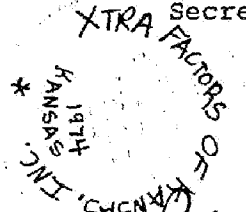
R. Hollis Klett
R. HOLLIS KLETT, President



XTRA FACTORS OF KANSAS, INC.

Richard R. Mumma
RICHARD R. MUMMA, Assistant Secretary
[SEAL]

R. Hollis Klett
R. HOLLIS KLETT, President



NUTRITION SERVICE ASSOCIATES, INC.

Richard R. Mumma
RICHARD R. MUMMA, Assistant Secretary
[SEAL]

R. Hollis Klett
R. HOLLIS KLETT, President

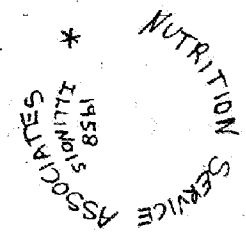


EXHIBIT "A"

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W I T N E S S E T H :

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, the Surviving Corporation has authorized capitalization consisting of 250,000 shares of common stock,

par value \$1.00 per share, of which 85,300 shares are issued and outstanding; and

WHEREAS, Xtra-PA, Palmerton and MVP are corporations duly organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, Xtra-PA has authorized capitalization consisting of 250,000 shares of common stock, par value \$1.00 per share, -of which 88,300 are issued and outstanding; and

WHEREAS, Palmerton has authorized capitalization consisting of 10,000 shares of common stock, par value \$10.00 per share, of which 1,000 are issued and outstanding; and

WHEREAS, MVP has authorized capitalization consisting of 1,000 shares of common stock, par value \$1.00 per share, of which 1,000 are issued and outstanding; and

WHEREAS, Xtra-KS is a corporation duly organized and existing under the laws of the State of Kansas; and

WHEREAS, Xtra-KS has authorized capitalization consisting of 50,000 shares of common stock, par value \$1.00 per share, of which 12,000 are issued and outstanding; and

WHEREAS, NSA is a corporation duly organized and existing under the laws of the State of Illinois; and

WHEREAS, NSA has authorized capitalization consisting of 10,000 shares of common stock, par value \$10.00 per share, of which 180 are issued and outstanding; and

WHEREAS, the respective boards of directors of the Surviving Corporation and the Subsidiaries have determined that it is advisable that the Subsidiaries be merged with and into the Surviving Corporation on the terms and conditions hereinafter set forth, in order to simplify the corporate structure and operations of the Surviving Corporation; and

WHEREAS, the Surviving Corporation has previously obtained a Certificate of Authority to do business in Illinois pursuant to Sections 1305 et seq. of the Illinois Business Corporation Act (the "Illinois Law"); and

WHEREAS, the Surviving Corporation has previously obtained a Certificate of Authority to do business in Kansas pursuant to Sections 17-7301 et seq. of the Kansas General Corporation Code (the "Kansas Law").

NOW, THEREFORE, in consideration of the premises and mutual agreements, covenants and provisions herein contained, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 On the Effective Date (as defined in Section 1.4 hereof), each of the Subsidiaries shall be merged with and into the Surviving Corporation, the name shall be, from and after the Effective Date, "X-F INVESTMENT COMPANY, INC."

1.2 From and after the Effective Date, the separate existence of each of the Subsidiaries shall cease and the Surviving Corporation shall continue in existence and conduct the business theretofore conducted by the Subsidiaries. Such merger shall in all respects have the effect provided for in Sections 901 and 907 of the Pennsylvania Business Corporation Law (the "Pennsylvania Law"), Sections 11.35 and 11.50 of the Illinois Law, and Sections 17-6702 and 17-6709 of the Kansas Law.

1.3 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order fully to effect the merger herein described. In the event that, at any time following the Effective Date, the Surviving Corporation shall consider that any further assignments, conveyances or assurances are necessary or desirable fully to effect the provisions hereof, the proper officers and directors of the Constituent Corporations shall execute and deliver any and all proper deeds, assignments and assurances, and do all things necessary or proper, fully to effect the provisions hereof.

1.4 The term "Effective Date" as used herein shall mean July 1, 1988.

ARTICLE II

CERTIFICATE OF INCORPORATION;
BY-LAWS; BOARD OF DIRECTORS; OFFICERS

2.1 The Certificate of Incorporation of the Surviving Corporation as in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation from and after the Effective Date, until the same shall be amended in accordance with applicable law.

2.2 The By-laws of the Surviving Corporation as in effect on the Effective Date shall be the By-laws of the Surviving Corporation from and after the Effective Date, until the same shall be altered, amended or repealed in accordance with applicable law.

2.3 From and after the Effective Date, the officers and directors of the Surviving Corporation shall continue to serve as the officers and directors of the Surviving Corporation, each to serve until his or her successor shall have been duly elected and qualified.

ARTICLE III

TERMS OF THE TRANSACTION

The mode of carrying into effect the merger provided for in this Agreement and the manner of converting or exchanging

the shares of stock of the Constituent Corporations are as follows:

3.1 On the Effective Date, the shares of each Subsidiary owned by the Surviving Corporation (or, in the case of Palmerton, Xtra-KS and NSA by Xtra-PA) shall be surrendered to such Subsidiary in consideration of the transfer of the assets of such Subsidiary to the Surviving Corporation and the Surviving Corporation's assumption of the liabilities and obligations of such Subsidiary.

3.2 Immediately following the Effective Date, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the parties hereto, and all and singular, the rights, privileges, powers and franchises of each of the parties hereto, and all property, real, personal and mixed, and all debts due to either of the parties hereto on whatever account, for stock subscriptions as well as all other things in action or belonging to each of the parties hereto, without further act or deed, all in accordance with, and with the effect stated in, Section 907 of the Pennsylvania Law, Section 11.50 of the Illinois Law, and Section 17-6709 of the Kansas Law.

ARTICLE IV

SHAREHOLDER APPROVAL

This Agreement shall be submitted to the shareholders of each of the Constituent Corporations as provided by the applicable provisions of the Pennsylvania Law, the Illinois Law and the Kansas Law. If this Agreement is duly authorized and adopted by the requisite votes or written consents of such shareholders and is not terminated and abandoned pursuant to the provisions of Article V hereof, this Agreement, and any appropriate related documents, shall be executed, filed and recorded in accordance with the applicable provisions of the Pennsylvania Law, the Illinois Law and the Kansas Law as soon as practicable following receipt of the last approval by such shareholders.

ARTICLE V

TERMINATION

At any time prior to the filing of this Agreement with the appropriate authorities of the Commonwealth of Pennsylvania and the States of Illinois and Kansas, the board of directors of the Surviving Corporation may terminate and abandon this Agreement, notwithstanding favorable action with respect hereto by the shareholders of any or all of the Constituent Corporations, or by the board of directors of the Surviving Corporation or any Subsidiary.

ARTICLE VI

AMENDMENTS

The respective boards of directors of the Surviving Corporation and the Subsidiaries, prior to the Effective Date, may amend, modify and supplement this Agreement in such manner as they may determine, at any time before or after approval or adoption hereof by the shareholders of the Surviving Corporation or the Subsidiaries; provided, however, that following approval by the shareholders of the Surviving Corporation, no such amendment, modification or supplement shall alter or change the amount or kind of securities or consideration to be received in the merger herein described, alter or change any term of the Certificate of Incorporation of the Surviving Corporation, or alter or change any of the terms and conditions of this Agreement in a manner which would adversely affect the shareholders of the Surviving Corporation or any Subsidiary.

ARTICLE VII

MISCELLANEOUS

7.1 This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original; such counterparts shall together constitute one and the same executed original instrument.

7.2 Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended (or shall be construed) to confer upon or give to any party, person, firm or corporation, other than the Constituent Corporations or their respective successors and assigns, any rights or remedies under or by reason of this Agreement.

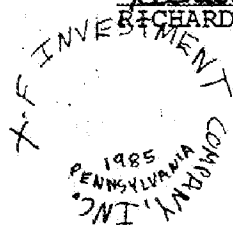
7.3 This Agreement and the legal relations among the parties hereto shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, this Agreement, having first been duly unanimously approved by the respective Boards of Directors of X-F Investment Company, Inc., a Pennsylvania corporation, Xtra Factors, Inc., a Pennsylvania corporation, Palmerton Feed and Grain Corp., a Pennsylvania corporation, Minerals, Vitamins, Premix, Inc., a Pennsylvania corporation, Xtra Factors of Kansas, Inc., a Kansas Corporation, and Nutrition Service Associates, Inc., an Illinois corporation, is hereby executed under seal on behalf of each of said corporations by their duly authorized officers.

X-F INVESTMENT COMPANY, INC.,
a Pennsylvania Corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

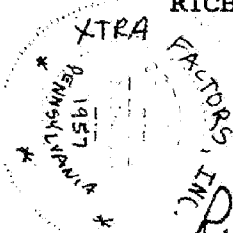
Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]



XTRA FACTORS, INC.,
a Pennsylvania Corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

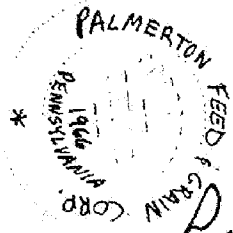
Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]



PALMERTON FEED AND GRAIN CORP.,
a Pennsylvania corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

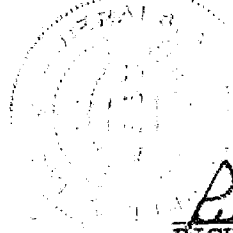
Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]



MINERALS, VITAMINS, PREMIX,
INC., a Pennsylvania
corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

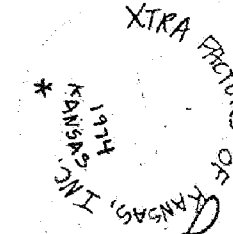
Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]



XTRA FACTORS OF KANSAS, INC.,
a Kansas corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

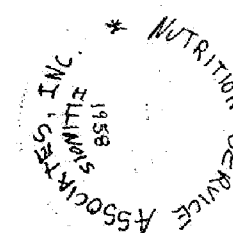
Richard R. Mumma
RICHARD R. MUMMA, Assistant
Secretary
[SEAL]



NUTRITION SERVICE ASSOCIATES,
INC., an Illinois corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Assistant
Secretary
[SEAL]



CERTIFICATION

The undersigned, the Secretary of X-F Investment Company, Inc., a Pennsylvania corporation, does hereby certify under seal that a majority of the outstanding stock of said corporation entitled to vote on the foregoing Agreement and Plan of Merger has been voted for adoption thereof.

Richard R. Mumma
RICHARD R. MUMMA, Secretary

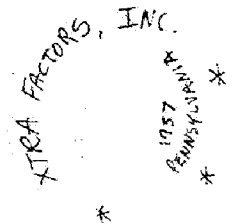
[SEAL]



The undersigned, the Secretary of Xtra Factors, Inc., a Pennsylvania corporation, does hereby certify under seal that a majority of the outstanding stock of said corporation entitled to vote on the foregoing Agreement and Plan of Merger has been voted for adoption thereof.

Richard R. Mumma
RICHARD R. MUMMA, Secretary

[SEAL]



The undersigned, the Secretary of Palmerton Feed and Grain Corp., a Pennsylvania corporation, does hereby certify under seal that a majority of the outstanding stock of said corporation entitled to vote on the foregoing Agreement and Plan of Merger has been voted for adoption thereof.

Richard R. Mumma
RICHARD R. MUMMA, Secretary

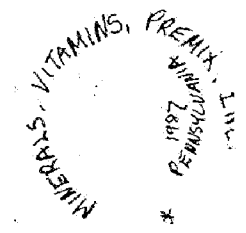
[SEAL]



The undersigned, the Secretary of Minerals, Vitamins, Premix, Inc., a Pennsylvania corporation, does hereby certify under seal that a majority of the outstanding stock of said corporation entitled to vote on the foregoing Agreement and Plan of Merger has been voted for adoption thereof.

Richard R. Mumma
RICHARD R. MUMMA, Secretary

[SEAL]



The undersigned, the Assistant Secretary of Xtra Factors of Kansas, Inc., a Kansas corporation, does hereby certify under seal that a majority of the outstanding stock of said corporation entitled to vote on the foregoing Agreement and Plan of Merger has been voted for adoption thereof.

Richard R. Mumma
RICHARD R. MUMMA, Assistant Secretary

[SEAL]



The undersigned, the Assistant Secretary of Nutrition Service Associates, Inc., an Illinois corporation, does hereby certify under seal that a majority of the outstanding stock of said corporation entitled to vote on the foregoing Agreement and Plan of Merger has been voted for adoption thereof.

Richard R. Mumma
RICHARD R. MUMMA, Assistant Secretary

[SEAL]



88571422

Commonwealth of Pennsylvania



Department of State

To All to Whom These Presents Shall Come, Greeting:

Whereas, Under the provisions of Article IX of the Business Corporation Law (Act of May 5, 1933, P. L. 364), as amended, the Department of State is authorized and required to issue a

CERTIFICATE OF MERGER

evidencing the merger of any one or more domestic corporations, and any one or more foreign corporations into one of such corporations under the provisions of that law; and

Whereas, The stipulations and conditions of that law relating to the merger of such corporations have been fully complied with by NUTRITION SERVICE ASSOCIATES, INC., a Illinois corporation, XTRA FACTORS OF KANSAS, INC., a Kansas corporation, MINERALS, VITAMINS, PREMIX, INC., a Pennsylvania corporation, PALMERTON FEED AND GRAIN CORP., a Pennsylvania corporation, XTRA FACTORS, INC., a Pennsylvania corporation and X-F INVESTMENT COMPANY, INC., a Pennsylvania corporation

It is, Therefore, Certified, That from the Articles of Merger filed with the Department of State, it appears that the above named corporations have been merged into and with X-F INVESTMENT COMPANY, INC., the Pennsylvania corporation

Therefore, Know Ye, That subject to the Constitution of this Commonwealth, and under authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be sealed with the Great Seal of the Commonwealth, hereby declare that X-F INVESTMENT COMPANY, INC., the Pennsylvania corporation shall be the surviving corporation.

Given

Effective: July 1, 1988
under my Hand and the Great Seal of the Commonwealth, at the City of Harrisburg, this 30th day of June in the year of our Lord one thousand nine hundred and eighty-eight and of the Commonwealth the two hundred twelfth.

A handwritten signature in cursive script, appearing to read "James J. Blaylock".

Secretary of the Commonwealth pjd

OSCB-56-B(7-75)

TRADEMARK
REEL: 007245 FRAME: 0482

APPLICANT'S ACCT NO.

DSCB:BCL-903 (Rev. 7-78)-2

Filing Fee: \$40 plus \$20
for each party corporation
in excess of two
AMS-B

Articles of Merger—
Business Corporation

88571408

(Line for numbering)

892540

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

Filed this _____ day of _____

JUN 30 1988 19

Commonwealth of Pennsylvania
Department of State

Off. JUL 01 1988 - 9:00 A.M.

James J. Blaylock
Secretary of the Commonwealth

(Box for Certification)

In compliance with the requirements of section 903 of the Business Corporation Law, act of May 5, 1933 (P. L. 364) (15 P. S. §1903), the undersigned corporations, desiring to effect a merger, hereby certify that:

1. The name of the corporation surviving the merger is:

X-F INVESTMENT COMPANY, INC.

2. (Check and complete one of the following):

The surviving corporation is a domestic corporation and the location of its registered office in this Commonwealth is (the Department of State is hereby authorized to correct the following statement to conform to the records of the Department):

99 Locust Bend Road

(NUMBER)

(STREET)

Ephrata,

(CITY)

Pennsylvania

17522

(ZIP CODE)

The surviving corporation is a foreign corporation incorporated under the laws of _____

(NAME OF JURISDICTION)

and the location of its office registered with such domiciliary jurisdiction is:

(NUMBER)

(STREET)

(CITY)

(STATE)

(ZIP CODE)

3. The name and the location of the registered office of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

1. Xtra Factors, Inc. - 99 Locust Bend Road
Ephrata, PA 17522
2. Palmerton Feed and Grain Corp. - 99 Locust Bend Road
Ephrata, PA 17522
3. Minerals, Vitamins, Premix, Inc. - c/o Spector Cohen Gadon & Rosen, P.C.
1700 Market Street, 29th Floor
Philadelphia, PA 19103

The name and the location of the registered office of each other non-qualified foreign business corporation which is a party to the plan of merger are as follows:

1. Xtra Factors of Kansas, Inc. - Pioneer Industrial Park
Pratt, KS 67124
2. Nutrition Service Associates, Inc. - 6608 West Main Street
Belleville, IL 62223

88571409

DSCB:BCL-903 Rev. 7-78-2

4. (Check, and if appropriate, complete one of the following):

The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

The plan of merger shall be effective on July 1, 1988 at 9:00 A.M.
(DATE) (HOUR)

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

NAME OF CORPORATION	MANNER OF ADOPTION
Xtra-Factors, Inc.	- Approved by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and all of the Directors, and filed with the Secretary of the Corporation.
Palmerton Feed and Grain Corp.	- Approved by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and all of the Directors, and filed with the Secretary of the Corporation.
Minerals, Vitamins, Premix, Inc.	- Approved by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and all of the Directors, and filed with the Secretary of the Corporation.
X-F Investment Company, Inc.	- Approved by a consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon and all of the Directors, and filed with the Secretary of the Corporation.

6. (Strike out this paragraph if no foreign corporation is party to the merger.) The plan was authorized, adopted or approved, as the case may be, by the foreign corporation (or each of the foreign corporations) in accordance with the laws of the jurisdiction in which it was formed.

7. The plan of merger is set forth in Exhibit A, attached hereto and made a part hereof.

88 JUN 30 AM 11:50

RECEIVED

88571410

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer and its corporate seal, duly attested by another such officer, to be hereunto affixed this 29th day of June, 1988

X-F INVESTMENT COMPANY, INC.

(NAME OF CORPORATION)

By:

R. Hollis Klett
R. HOLLIS KLETT (SIGNATURE)

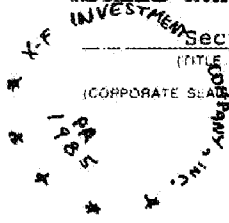
President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Richard R. Mumma
RICHARD R. MUMMA (SIGNATURE)
Secretary
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)



XTRA FACTORS, INC.

(NAME OF CORPORATION)

By:

R. Hollis Klett
R. HOLLIS KLETT (SIGNATURE)

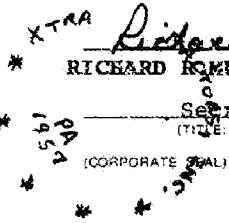
President

(TITLE: PRESIDENT, VICE PRESIDENT, ETC.)

Attest:

Richard R. Mumma
RICHARD R. MUMMA (SIGNATURE)
Secretary
(TITLE: SECRETARY, ASSISTANT SECRETARY, ETC.)

(CORPORATE SEAL)



XTRA FACTORS OF KANSAS, INC.

By:

R. Hollis Klett
R. HOLLIS KLETT, President

Attest:

Richard R. Mumma
RICHARD R. MUMMA, Assistant Secretary
(Corporate Seal)

(Corporate Seal)



PALMERTON FEED AND GRAIN CORP.

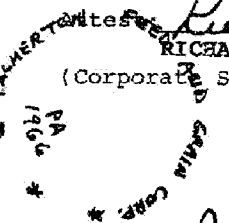
By:

R. Hollis Klett
R. HOLLIS KLETT, President

Attest:

Richard R. Mumma
RICHARD R. MUMMA, Secretary
(Corporate Seal)

(Corporate Seal)



NUTRITION SERVICE ASSOCIATES, INC.

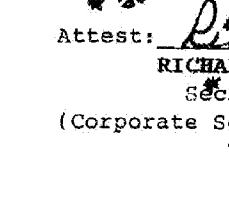
By:

R. Hollis Klett
R. HOLLIS KLETT, President

Attest:

Richard R. Mumma
RICHARD R. MUMMA, Assistant Secretary
(Corporate Seal)

(Corporate Seal)



88571411

[Signatures Cont'd From Previous Page]

MINERALS, VITAMINS, PREMIX, INC.

By:

R. Hollis Klett
R. HOLLIS KLETT, President

Attest:

Richard R. Mumma
RICHARD R. MUMMA, Secretary
(Corporate Seal)

Page 4 of 4 Pages

TRADEMARK
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88571412

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger ("Agreement") dated as of June 29th, 1988, by and among X-F INVESTMENT COMPANY, INC., a Pennsylvania corporation (the "Surviving Corporation"), XTRA FACTORS, INC., a Pennsylvania corporation ("Xtra-PA"), PALMERTON FEED AND GRAIN CORP., a Pennsylvania corporation ("Palmerton"), MINERALS, VITAMINS, PREMIX, INC., a Pennsylvania corporation ("MVP"), XTRA FACTORS OF KANSAS, INC., a Kansas corporation ("Xtra-KS") and NUTRITION SERVICE ASSOCIATES, INC., an Illinois corporation ("NSA") (the Surviving Corporation, Xtra-PA, Palmerton, MVP, Xtra-KS and NSA hereinafter called the "Constituent Corporations") (Xtra-PA, Palmerton, MVP, Xtra-KS and NSA being sometimes hereinafter collectively called the "Subsidiaries" and each individually called a "Subsidiary")

W I T N E S S E T H :

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, the Surviving Corporation has authorized capitalization consisting of 250,000 shares of common stock,

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par value \$1.00 per share, of which 85,300 shares are issued and outstanding; and

WHEREAS, Xtra-PA, Palmerton and MVP are corporations duly organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, Xtra-PA has authorized capitalization consisting of 250,000 shares of common stock, par value \$1.00 per share, of which 88,300 are issued and outstanding; and

WHEREAS, Palmerton has authorized capitalization consisting of 10,000 shares of common stock, par value \$10.00 per share, of which 1,000 are issued and outstanding; and

WHEREAS, MVP has authorized capitalization consisting of 1,000 shares of common stock, par value \$1.00 per share, of which 1,000 are issued and outstanding; and

WHEREAS, Xtra-KS is a corporation duly organized and existing under the laws of the State of Kansas; and

WHEREAS, Xtra-KS has authorized capitalization consisting of 50,000 shares of common stock, par value \$1.00 per share, of which 12,000 are issued and outstanding; and

WHEREAS, NSA is a corporation duly organized and existing under the laws of the State of Illinois; and

WHEREAS, NSA has authorized capitalization consisting of 10,000 shares of common stock, par value \$10.00 per share, of which 180 are issued and outstanding; and

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WHEREAS, the respective boards of directors of the Surviving Corporation and the Subsidiaries have determined that it is advisable that the Subsidiaries be merged with and into the Surviving Corporation on the terms and conditions hereinafter set forth, in order to simplify the corporate structure and operations of the Surviving Corporation; and

WHEREAS, the Surviving Corporation has previously obtained a Certificate of Authority to do business in Illinois pursuant to Sections 1305 et seq. of the Illinois Business Corporation Act (the "Illinois Law"); and

WHEREAS, the Surviving Corporation has previously obtained a Certificate of Authority to do business in Kansas pursuant to Sections 17-7301 et seq. of the Kansas General Corporation Code (the "Kansas Law").

NOW, THEREFORE, in consideration of the premises and mutual agreements, covenants and provisions herein contained, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 On the Effective Date (as defined in Section 1.4 hereof), each of the Subsidiaries shall be merged with and into the Surviving Corporation, the name of which shall continue to be, from and after the Effective Date, "X-F INVESTMENT COMPANY, INC."

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1.2 From and after the Effective Date, the separate existence of each of the Subsidiaries shall cease and the Surviving Corporation shall continue in existence and conduct the business theretofore conducted by the Subsidiaries. Such merger shall in all respects have the effect provided for in Sections 901 and 907 of the Pennsylvania Business Corporation Law (the "Pennsylvania Law"), Sections 11.35 and 11.50 of the Illinois Law, and Sections 17-6702 and 17-6709 of the Kansas Law.

1.3 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order fully to effect the merger herein described. In the event that, at any time following the Effective Date, the Surviving Corporation shall consider that any further assignments, conveyances or assurances are necessary or desirable fully to effect the provisions hereof, the proper officers and directors of the Constituent Corporations shall execute and deliver any and all proper deeds, assignments and assurances, and do all things necessary or proper, fully to effect the provisions hereof.

1.4 The term "Effective Date" as used herein shall mean July 1, 1988.

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ARTICLE II

CERTIFICATE OF INCORPORATION;
BY-LAWS; BOARD OF DIRECTORS; OFFICERS

2.1 The Certificate of Incorporation of the Surviving Corporation as in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation from and after the Effective Date, until the same shall be amended in accordance with applicable law.

2.2 The By-laws of the Surviving Corporation as in effect on the Effective Date shall be the By-laws of the Surviving Corporation from and after the Effective Date, until the same shall be altered, amended or repealed in accordance with applicable law.

2.3 From and after the Effective Date, the officers and directors of the Surviving Corporation shall continue to serve as the officers and directors of the Surviving Corporation, each to serve until his or her successor shall have been duly elected and qualified.

ARTICLE III

TERMS OF THE TRANSACTION

The mode of carrying into effect the merger provided for in this Agreement and the manner of converting or exchanging

88571417

the shares of stock of the Constituent Corporations are as follows:

3.1 On the Effective Date, the shares of each Subsidiary owned by the Surviving Corporation (or, in the case of Palmerton, Xtra-KS and NSA by Xtra-PA) shall be surrendered to such Subsidiary in consideration of the transfer of the assets of such Subsidiary to the Surviving Corporation and the Surviving Corporation's assumption of the liabilities and obligations of such Subsidiary.

3.2 Immediately following the Effective Date, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the parties hereto, and all and singular, the rights, privileges, powers and franchises of each of the parties hereto, and all property, real, personal and mixed, and all debts due to either of the parties hereto on whatever account, for stock subscriptions as well as all other things in action or belonging to each of the parties hereto, without further act or deed, all in accordance with, and with the effect stated in, Section 907 of the Pennsylvania Law, Section 11.50 of the Illinois Law, and Section 17-6709 of the Kansas Law.

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ARTICLE IV

SHAREHOLDER APPROVAL

This Agreement shall be submitted to the shareholders of each of the Constituent Corporations as provided by the applicable provisions of the Pennsylvania Law, the Illinois Law and the Kansas Law. If this Agreement is duly authorized and adopted by the requisite votes or written consents of such shareholders and is not terminated and abandoned pursuant to the provisions of Article V hereof, this Agreement, and any appropriate related documents, shall be executed, filed and recorded in accordance with the applicable provisions of the Pennsylvania Law, the Illinois Law and the Kansas Law as soon as practicable following receipt of the last approval by such shareholders.

ARTICLE V

TERMINATION

At any time prior to the filing of this Agreement with the appropriate authorities of the Commonwealth of Pennsylvania and the States of Illinois and Kansas, the board of directors of the Surviving Corporation may terminate and abandon this Agreement, notwithstanding favorable action with respect hereto by the shareholders of any or all of the Constituent Corporations, or by the board of directors of the Surviving Corporation or any Subsidiary.

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ARTICLE VI

AMENDMENTS

The respective boards of directors of the Surviving Corporation and the Subsidiaries, prior to the Effective Date, may amend, modify and supplement this Agreement in such manner as they may determine, at any time before or after approval or adoption hereof by the shareholders of the Surviving Corporation or the Subsidiaries; provided, however, that following approval by the shareholders of the Surviving Corporation, no such amendment, modification or supplement shall alter or change the amount or kind of securities or consideration to be received in the merger herein described, alter or change any term of the Certificate of Incorporation of the Surviving Corporation, or alter or change any of the terms and conditions of this Agreement in a manner which would adversely affect the shareholders of the Surviving Corporation or any Subsidiary.

ARTICLE VII

MISCELLANEOUS

7.1 This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original; such counterparts shall together constitute one and the same executed original instrument.

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7.2 Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended (or shall be construed) to confer upon or give to any party, person, firm or corporation, other than the Constituent Corporations or their respective successors and assigns, any rights or remedies under or by reason of this Agreement.

7.3 This Agreement and the legal relations among the parties hereto shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, this Agreement, having first been duly unanimously approved by the respective Boards of Directors of X-F Investment Company, Inc., a Pennsylvania corporation, Xtra Factors, Inc., a Pennsylvania corporation, Palmerton Feed and Grain Corp., a Pennsylvania corporation, Minerals, Vitamins, Premix, Inc., a Pennsylvania corporation, Xtra Factors of Kansas, Inc., a Kansas Corporation, and Nutrition Service Associates, Inc., an Illinois corporation, is hereby executed under seal on behalf of each of said corporations by their duly authorized officers.

X-F INVESTMENT COMPANY, INC.,
a Pennsylvania Corporation

Richard R. Mumma
RICHARD R. MUMMA, Secretary

By: *R. Hollis Klett*
R. HOLLIS KLETT, President

[SEAL]
PA
1985
X-F INVESTMENT COMPANY, INC.

88571421

XTRA FACTORS, INC.,
a Pennsylvania Corporation

By: *R. Hollis Klett*
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

XTRA FACTORS, INC.
PA 1951

PALMERTON FEED AND GRAIN CORP.,
a Pennsylvania corporation.

By: *R. Hollis Klett*
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

PALMERTON FEED AND GRAIN CORP.
PA 1950

MINERALS, VITAMINS, PREMIX,
INC., a Pennsylvania
corporation

By: *R. Hollis Klett*
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

XTRA FACTORS OF KANSAS, INC.,
a Kansas corporation

By: *R. Hollis Klett*
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Assistant
Secretary
[SEAL]

XTRA FACTORS OF KANSAS, INC.
KS 1954

NUTRITION SERVICE ASSOCIATES,
INC., an Illinois corporation

By: *R. Hollis Klett*
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Assistant
Secretary
[SEAL]

NUTRITION SERVICE ASSOCIATES, INC.
IL 1950

STATE OF KANSAS

OFFICE OF
SECRETARY OF STATE
BILL GRAVES



To all to whom these presents shall come, Greetings:

I, Bill Graves, Secretary of State of the State of Kansas, do hereby certify that the attached is a true and correct copy of an original on file and of record in this office.

STATE OF KANSAS }
PRATT COUNTY. } SS

This instrument was filed for record on
the 12 day of July, 1988
at 9:30 o'clock A.M. and duly recorded
in Book 310 Page 211 Fees \$ 25.00

Wesley Compton
Register of Deeds

Deputy

In testimony whereof:

I hereto set my hand and cause to be affixed my
official seal. Done at the City of Topeka on the
date below:

Original Compared With Record

JUN 30 1988



Bill Graves

BILL GRAVES
SECRETARY OF STATE

BY

Willa M. Roe
ASSISTANT SECRETARY OF STATE

211

CERTIFICATE AND ARTICLES OF MERGER

The undersigned, the respective duly authorized officers of X-F INVESTMENT COMPANY, INC., a Pennsylvania corporation (the "Surviving Corporation"), XTRA FACTORS, INC., a Pennsylvania corporation ("Xtra-PA"), PALMERTON FEED AND GRAIN CORP., a Pennsylvania corporation ("Palmerton"), MINERALS, VITAMINS, PREMIX, INC., a Pennsylvania corporation ("MVP"), XTRA FACTORS OF KANSAS, INC., a Kansas corporation ("Xtra-KS") and NUTRITION SERVICE ASSOCIATES, INC., an Illinois corporation ("NSA"), do hereby each certify and swear, under the penalties of false statement, that the statements contained herein are true:

1. Attached hereto as Exhibit "A" and made a part hereof is the Agreement and Plan of Merger (the "Plan") adopted by the shareholders and directors of the Surviving Corporation, Xtra-PA, Palmerton, MVP, Xtra-KS and NSA (in each case in accordance with the laws of the jurisdiction in which it was formed), as described below:

(a) as to the Surviving Corporation: (i) 85,300 shares of the common stock of the Surviving Corporation, the Surviving Corporation's only class of stock, were entitled to vote on the Plan; (ii) an affirmative vote of the majority of the voting power of the outstanding shares of such common stock entitled to vote thereon

91 : 4 PM 30 JUN 88

was required; and (iii) the affirmative written consents of the holders of all 85,300 shares of such common stock in favor of the Plan (and no negative consents or votes) were obtained without a meeting pursuant to Section 513 of the Pennsylvania Business Corporation Law (the "Pennsylvania Law").

(b) As to Xtra-PA: (i) 89,400 shares of the common stock of Xtra-PA, Xtra-PA's only class of stock, were entitled to vote on the Plan; (ii) an affirmative vote of a majority of the voting power of the outstanding shares of such common stock entitled to vote thereon was required; and (iii) the affirmative written consents of the holders of all 89,400 shares of such common stock in favor of the Plan (and no negative consents or votes) were obtained without a meeting pursuant to Section 513 of the Pennsylvania Law.

(c) As to Palmerton: (i) 1,000 shares of the common stock of Palmerton, Palmerton's only class of stock, were entitled to vote on the Plan; (ii) an affirmative vote of a majority of the voting power of the outstanding shares of such common stock entitled to vote thereon was required; and (iii) the affirmative written consents of the holders of all 1,000 shares of such common stock in favor of the Plan (and no

negative consents of votes) were obtained without a meeting pursuant to Section 513 of the Pennsylvania Law.

(d) As to MVP: (i) 1,000 shares of the common stock of MVP, MVP's only class of stock, were entitled to vote on the Plan; (ii) an affirmative vote of the majority of the voting power of the outstanding shares of such common stock entitled to vote thereon was required; and (iii) the affirmative written consents of the holders of all 1,000 shares of such common stock in favor of the Plan (and no negative consents or votes) were obtained without a meeting pursuant to Section 513 of the Pennsylvania Law.

(e) As to Xtra-KS: (i) 12,000 shares of the common stock of Xtra-KS, Xtra-KS's only class of stock, were entitled to vote on the Plan; (ii) an affirmative vote of a majority of the voting power of the outstanding shares of such common stock entitled to vote thereon was required; and (iii) the affirmative written consents of all 12,000 shares of such common stock in favor of the Plan (and no negative consents or votes) were obtained without a meeting pursuant to Section 17-6518 of the Kansas General Corporation Code (the "Kansas Law").

(f) As to NSA: (i) 180 shares of the common stock of the NSA, NSA's only class of stock, were entitled to vote on the Plan; (ii) an affirmative vote of a two-thirds of the voting power of the outstanding shares of such common stock entitled to vote thereon was required; (iii) the affirmative written consents of all 180 shares of such common stock in favor of the Plan (and no negative consents or votes) were obtained without a meeting pursuant to Section 7.10 of the Illinois Business Corporation Act (the "Illinois Law").

2. (a) Pursuant to Section 17-6702(d) of the Kansas Law, the Surviving Corporation does hereby:

(i) agree that it may be served with process in the State of Kansas in any proceeding for enforcement of any obligation of Xtra-KS, as well as for enforcement of any obligation of the Surviving Corporation, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 17-6712 of the Kansas Law; and

(ii) irrevocably appoint the Secretary of State of the State of Kansas as its agent to accept service of process in any such suit or other proceedings; and

(iii) specify the following address as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Kansas: X-F Investment Company, Inc., 99 Locust Bend Road, Ephrata, Pennsylvania 17522.

(b) Pursuant to Section 11.35(b) of the Illinois Law, the Surviving Corporation does hereby:

(i) agree that it may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of NSA and in any proceeding for the enforcement of the rights of a dissenting shareholder of NSA against the Surviving Corporation; and

(ii) irrevocably appoint the Secretary of State of the State of Illinois as its agent to accept service of process in any such proceeding (the address to which the Secretary of State of Illinois shall mail a copy of the process in such proceeding being X-F Investment Company, Inc., 99 Locust Bend Road, Ephrata, Pennsylvania 17522); and

(iii) agree that it will promptly pay to any dissenting shareholders of NSA the amount, if any, to which they shall be entitled under the provisions of the Illinois Law with respect to the rights of dissenting shareholders.

(c) Pursuant to Section 903 of the Pennsylvania Law, the Surviving Corporation does hereby certify that the name and location of the registered office of the Surviving Corporation is and shall be, from and after the effective date specified in Paragraph 4 hereof, as follows: X-F Investment Company, Inc., 99 Locust Bend Road, Ephrata, Pennsylvania 17522.

3. Upon compliance with the filing and recording requirements of the laws of the Commonwealth of Pennsylvania and the States of Kansas and Illinois, the corporations party hereto shall have complied with all applicable provisions of the Pennsylvania Law, of the Kansas Law, and of the Illinois Law.

4. The effective date of the Plan shall be July 1, 1988.

IN WITNESS WHEREOF, the undersigned have executed the foregoing under seal this 29th day of June, 1988.

X-F INVESTMENT COMPANY, INC.

Richard R. Momma
RICHARD R. MOMMA, Secretary
[SEAL]

X-F INVESTMENT COMPANY, INC.
PENNSYLVANIA
* 1985

R. Hollis Klett
R. HOLLIS KLETT, President

XTRA FACTORS, INC.

Richard R. Momma
RICHARD R. MOMMA, Secretary
[SEAL]

R. Hollis Klett
R. HOLLIS KLETT, President

[SIGNATURES CONTINUED ON NEXT PAGE]

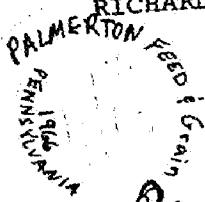
XTRA FACTORS, INC.
PENNSYLVANIA
* 1987

[SIGNATURES CONTINUED FROM PREVIOUS PAGE]

PALMERTON FEED AND GRAIN CORP.

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

R. Hollis Klett
R. HOLLIS KLETT, President



MINERALS, VITAMINS, PREMIX, INC.

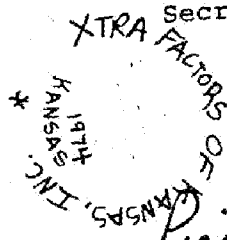
Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

R. Hollis Klett
R. HOLLIS KLETT, President

XTRA FACTORS OF KANSAS, INC.

Richard R. Mumma
RICHARD R. MUMMA, Assistant Secretary
[SEAL]

R. Hollis Klett
R. HOLLIS KLETT, President



NUTRITION SERVICE ASSOCIATES, INC.

Richard R. Mumma
RICHARD R. MUMMA, Assistant Secretary
[SEAL]

R. Hollis Klett
R. HOLLIS KLETT, President

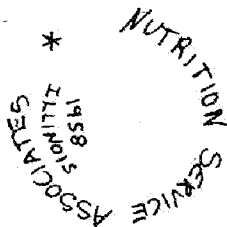


EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger ("Agreement") dated as of June 29th, 1988, by and among X-F INVESTMENT COMPANY, INC., a Pennsylvania corporation (the "Surviving Corporation"), XTRA FACTORS, INC., a Pennsylvania corporation ("Xtra-PA"), PALMERTON FEED AND GRAIN CORP., a Pennsylvania corporation ("Palmerton"), MINERALS, VITAMINS, PREMIX, INC., a Pennsylvania corporation ("MVP"), XTRA FACTORS OF KANSAS, INC., a Kansas corporation ("Xtra-KS") and NUTRITION SERVICE ASSOCIATES, INC., an Illinois corporation ("NSA") (the Surviving Corporation, Xtra-PA, Palmerton, MVP, Xtra-KS and NSA hereinafter called the "Constituent Corporations") (Xtra-PA, Palmerton, MVP, Xtra-KS and NSA being sometimes hereinafter collectively called the "Subsidiaries" and each individually called a "Subsidiary")

W I T N E S S E T H :

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, the Surviving Corporation has authorized capitalization consisting of 250,000 shares of common stock,

par value \$1.00 per share, of which 85,300 shares are issued and outstanding; and

WHEREAS, Xtra-PA, Palmerton and MVP are corporations duly organized and existing under the laws of the Commonwealth of Pennsylvania; and

WHEREAS, Xtra-PA has authorized capitalization consisting of 250,000 shares of common stock, par value \$1.00 per share, of which 88,300 are issued and outstanding; and

WHEREAS, Palmerton has authorized capitalization consisting of 10,000 shares of common stock, par value \$10.00 per share, of which 1,000 are issued and outstanding; and

WHEREAS, MVP has authorized capitalization consisting of 1,000 shares of common stock, par value \$1.00 per share, of which 1,000 are issued and outstanding; and

WHEREAS, Xtra-KS is a corporation duly organized and existing under the laws of the State of Kansas; and

WHEREAS, Xtra-KS has authorized capitalization consisting of 50,000 shares of common stock, par value \$1.00 per share, of which 12,000 are issued and outstanding; and

WHEREAS, NSA is a corporation duly organized and existing under the laws of the State of Illinois; and

WHEREAS, NSA has authorized capitalization consisting of 10,000 shares of common stock, par value \$10.00 per share, of which 180 are issued and outstanding; and

WHEREAS, the respective boards of directors of the Surviving Corporation and the Subsidiaries have determined that it is advisable that the Subsidiaries be merged with and into the Surviving Corporation on the terms and conditions hereinafter set forth, in order to simplify the corporate structure and operations of the Surviving Corporation; and

WHEREAS, the Surviving Corporation has previously obtained a Certificate of Authority to do business in Illinois pursuant to Sections 1305 et seq. of the Illinois Business Corporation Act (the "Illinois Law"); and

WHEREAS, the Surviving Corporation has previously obtained a Certificate of Authority to do business in Kansas pursuant to Sections 17-7301 et seq. of the Kansas General Corporation Code (the "Kansas Law").

NOW, THEREFORE, in consideration of the premises and mutual agreements, covenants and provisions herein contained, the parties hereto agree as follows:

ARTICLE I

MERGER

1.1 On the Effective Date (as defined in Section 1.4 hereof), each of the Subsidiaries shall be merged with and into the Surviving Corporation, the name shall be, from and after the Effective Date, "X-F INVESTMENT COMPANY, INC."

1.2 From and after the Effective Date, the separate existence of each of the Subsidiaries shall cease and the Surviving Corporation shall continue in existence and conduct the business theretofore conducted by the Subsidiaries. Such merger shall in all respects have the effect provided for in Sections 901 and 907 of the Pennsylvania Business Corporation Law (the "Pennsylvania Law"), Sections 11.35 and 11.50 of the Illinois Law, and Sections 17-6702 and 17-6709 of the Kansas Law.

1.3 Prior to and from and after the Effective Date, the Constituent Corporations shall take all such actions as shall be necessary or appropriate in order fully to effect the merger herein described. In the event that, at any time following the Effective Date, the Surviving Corporation shall consider that any further assignments, conveyances or assurances are necessary or desirable fully to effect the provisions hereof, the proper officers and directors of the Constituent Corporations shall execute and deliver any and all proper deeds, assignments and assurances, and do all things necessary or proper, fully to effect the provisions hereof.

1.4 The term "Effective Date" as used herein shall mean July 1, 1988.

ARTICLE II

CERTIFICATE OF INCORPORATION;
BY-LAWS; BOARD OF DIRECTORS; OFFICERS

2.1 The Certificate of Incorporation of the Surviving Corporation as in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation from and after the Effective Date, until the same shall be amended in accordance with applicable law.

2.2 The By-laws of the Surviving Corporation as in effect on the Effective Date shall be the By-laws of the Surviving Corporation from and after the Effective Date, until the same shall be altered, amended or repealed in accordance with applicable law.

2.3 From and after the Effective Date, the officers and directors of the Surviving Corporation shall continue to serve as the officers and directors of the Surviving Corporation, each to serve until his or her successor shall have been duly elected and qualified.

ARTICLE III

TERMS OF THE TRANSACTION

The mode of carrying into effect the merger provided for in this Agreement and the manner of converting or exchanging

the shares of stock of the Constituent Corporations are as follows:

3.1 On the Effective Date, the shares of each Subsidiary owned by the Surviving Corporation (or, in the case of Palmerton, Xtra-KS and NSA by Xtra-PA) shall be surrendered to such Subsidiary in consideration of the transfer of the assets of such Subsidiary to the Surviving Corporation and the Surviving Corporation's assumption of the liabilities and obligations of such Subsidiary.

3.2 Immediately following the Effective Date, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the parties hereto, and all and singular, the rights, privileges, powers and franchises of each of the parties hereto, and all property, real, personal and mixed, and all debts due to either of the parties hereto on whatever account, for stock subscriptions as well as all other things in action or belonging to each of the parties hereto, without further act or deed, all in accordance with, and with the effect stated in, Section 907 of the Pennsylvania Law, Section 11.50 of the Illinois Law, and Section 17-6709 of the Kansas Law.

ARTICLE IV

SHAREHOLDER APPROVAL

This Agreement shall be submitted to the shareholders of each of the Constituent Corporations as provided by the applicable provisions of the Pennsylvania Law, the Illinois Law and the Kansas Law. If this Agreement is duly authorized and adopted by the requisite votes or written consents of such shareholders and is not terminated and abandoned pursuant to the provisions of Article V hereof, this Agreement, and any appropriate related documents, shall be executed, filed and recorded in accordance with the applicable provisions of the Pennsylvania Law, the Illinois Law and the Kansas Law as soon as practicable following receipt of the last approval by such shareholders.

ARTICLE V

TERMINATION

At any time prior to the filing of this Agreement with the appropriate authorities of the Commonwealth of Pennsylvania and the States of Illinois and Kansas, the board of directors of the Surviving Corporation may terminate and abandon this Agreement, notwithstanding favorable action with respect hereto by the shareholders of any or all of the Constituent Corporations, or by the board of directors of the Surviving Corporation or any Subsidiary.

ARTICLE VI

AMENDMENTS

The respective boards of directors of the Surviving Corporation and the Subsidiaries, prior to the Effective Date, may amend, modify and supplement this Agreement in such manner as they may determine, at any time before or after approval or adoption hereof by the shareholders of the Surviving Corporation or the Subsidiaries; provided, however, that following approval by the shareholders of the Surviving Corporation, no such amendment, modification or supplement shall alter or change the amount or kind of securities or consideration to be received in the merger herein described, alter or change any term of the Certificate of Incorporation of the Surviving Corporation, or alter or change any of the terms and conditions of this Agreement in a manner which would adversely affect the shareholders of the Surviving Corporation or any Subsidiary.

ARTICLE VII

MISCELLANEOUS

7.1 This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original; such counterparts shall together constitute one and the same executed original instrument.

7.2 Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended (or shall be construed) to confer upon or give to any party, person, firm or corporation, other than the Constituent Corporations or their respective successors and assigns, any rights or remedies under or by reason of this Agreement.

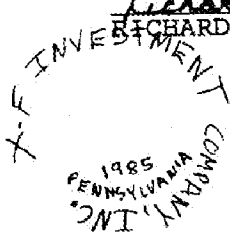
7.3 This Agreement and the legal relations among the parties hereto shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, this Agreement, having first been duly unanimously approved by the respective Boards of Directors of X-F Investment Company, Inc., a Pennsylvania corporation, Xtra Factors, Inc., a Pennsylvania corporation, Palmerton Feed and Grain Corp., a Pennsylvania corporation, Minerals, Vitamins, Premix, Inc., a Pennsylvania corporation, Xtra Factors of Kansas, Inc., a Kansas Corporation, and Nutrition Service Associates, Inc., an Illinois corporation, is hereby executed under seal on behalf of each of said corporations by their duly authorized officers.

X-F INVESTMENT COMPANY, INC.,
a Pennsylvania Corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]



XTRA FACTORS, INC.,
a Pennsylvania Corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

PALMERTON FEED AND GRAIN CORP.,
a Pennsylvania corporation.

By: R. Hollis Klett
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

MINERALS, VITAMINS, PREMIX,
INC., a Pennsylvania
corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Secretary
[SEAL]

XTRA FACTORS OF KANSAS, INC.,
a Kansas corporation

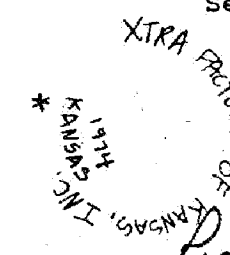
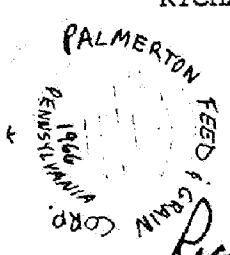
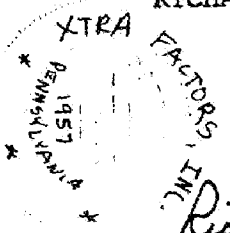
By: R. Hollis Klett
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Assistant
Secretary
[SEAL]

NUTRITION SERVICE ASSOCIATES,
INC., an Illinois corporation

By: R. Hollis Klett
R. HOLLIS KLETT, President

Richard R. Mumma
RICHARD R. MUMMA, Assistant
Secretary
[SEAL]



CERTIFICATION

The undersigned, the Secretary of X-F Investment Company, Inc., a Pennsylvania corporation, does hereby certify under seal that a majority of the outstanding stock of said corporation entitled to vote on the foregoing Agreement and Plan of Merger has been voted for adoption thereof.

Richard R. Mumma
RICHARD R. MUMMA, Secretary

[SEAL]



The undersigned, the Secretary of Xtra Factors, Inc., a Pennsylvania corporation, does hereby certify under seal that a majority of the outstanding stock of said corporation entitled to vote on the foregoing Agreement and Plan of Merger has been voted for adoption thereof.

Richard R. Mumma
RICHARD R. MUMMA, Secretary

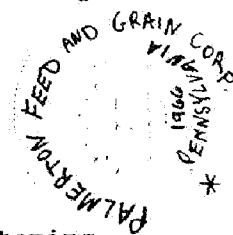
[SEAL]



The undersigned, the Secretary of Palmerton Feed and Grain Corp., a Pennsylvania corporation, does hereby certify under seal that a majority of the outstanding stock of said corporation entitled to vote on the foregoing Agreement and Plan of Merger has been voted for adoption thereof.

Richard R. Mumma
RICHARD R. MUMMA, Secretary

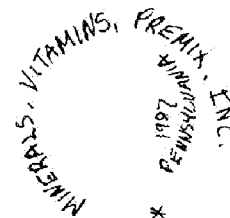
[SEAL]



The undersigned, the Secretary of Minerals, Vitamins, Premix, Inc., a Pennsylvania corporation, does hereby certify under seal that a majority of the outstanding stock of said corporation entitled to vote on the foregoing Agreement and Plan of Merger has been voted for adoption thereof.

Richard R. Mumma
RICHARD R. MUMMA, Secretary

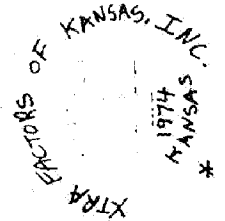
[SEAL]



The undersigned, the Assistant Secretary of Xtra Factors of Kansas, Inc., a Kansas corporation, does hereby certify under seal that a majority of the outstanding stock of said corporation entitled to vote on the foregoing Agreement and Plan of Merger has been voted for adoption thereof.

Richard R. Mumma
RICHARD R. MUMMA, Assistant
Secretary

[SEAL]



The undersigned, the Assistant Secretary of Nutrition Service Associates, Inc., an Illinois corporation, does hereby certify under seal that a majority of the outstanding stock of said corporation entitled to vote on the foregoing Agreement and Plan of Merger has been voted for adoption thereof.

Richard R. Mumma
RICHARD R. MUMMA, Assistant
Secretary

[SEAL]

