

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM823527

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/09/1992
SEQUENCE:	1

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GUERRERO MEXICAN FOOD PRODUCTS, INC.		12/09/1992	Corporation: CALIFORNIA

RECEIVING PARTY DATA

Name:	FTT FOODS, INC.
Street Address:	5750 Grace Avenue
Internal Address:	Suite A
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90022
Entity Type:	Corporation: TEXAS

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	1705245	GUERRERO
Registration Number:	1781602	GUERRERO
Registration Number:	1786924	
Registration Number:	1812299	GUERRERO

CORRESPONDENCE DATA

Fax Number: 9723789115

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: 9728264436

Email: jmcdocket@fbfk.law

Correspondent Name: John M. Cone

Address Line 1: 2500 Dallas Parkway, Suite 600

Address Line 4: Plano, TEXAS 75093

ATTORNEY DOCKET NUMBER:	5139.72590.USv
NAME OF SUBMITTER:	John M. Cone
SIGNATURE:	/s/ John M. Cone

OP \$115.00 1705245

DATE SIGNED:

07/11/2023

Total Attachments: 9

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AGREEMENT AND PLAN OF MERGER

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 MARCH FONG EU, Secretary of State

 MERGER OF
GUERRERO MEXICAN FOOD PRODUCTS, INC.
 INTO FTT FOODS, INC.

The undersigned corporations, in accordance with the provisions of Article 5.01 et. seq. of the Business Corporation Act of the State of Texas and the provisions of Chapter 11 of the General Corporation Law of the State of California, do hereby agree to and adopt the following Agreement and Plan of Merger:

Article 1. The parties hereto agree to effect this Merger.

Article 2. The corporation to survive the Merger is FTT Foods, Inc., a Texas corporation, which shall continue under the same name.

Article 3. The parties to this Agreement and Plan of Merger are Guerrero Mexican Food Products, Inc., a corporation organized under the laws of the State of California (hereafter "Guerrero"), and FTT Foods, Inc., a corporation organized under the laws of the State of Texas (hereafter "FTT").

Article 4. No amendment to the articles of incorporation of the surviving corporation is to be effected as part of the Merger.

Article 5. The total number of shares of stock of all classes which the parties hereto have authority to issue is as follows:

Corporation	Class of stock	Number of shares authorized
Guerrero	Common (without par value)	2,000,000
FTT	Common (\$1.00 par value per share)	100,000

Article 6. The manner and basis of exchanging and converting the issued stock of Guerrero is as follows: Each share of issued and outstanding common stock (without par value) of Guerrero shall be cancelled without consideration. Shares of FTT common stock (\$1.00 par value per share)

outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of common stock (\$1.00 par value per share) of the surviving corporation.

Article 7. This Agreement and Plan of Merger was duly adopted and approved by all of the Directors of Guerrero pursuant to a Unanimous Written Consent of the Board of Directors dated October 21, 1992 in lieu of a Special Meeting of the Board of Directors of Guerrero and by all of the stockholders of Guerrero pursuant to a Unanimous Written Consent of Stockholders dated October 21, 1992 in lieu of a Special Meeting of the Stockholders of Guerrero, all in accordance with the applicable laws of the State of California and the by-laws of Guerrero; this Agreement and Plan of Merger was duly adopted and approved by all of the Directors of FTT pursuant to a Unanimous Written Consent of the Board of Directors dated October 21, 1992 in lieu of a Special Meeting of the Board of Directors of FTT and by all of the stockholders of FTT pursuant to a Unanimous Written Consent of Stockholders dated October 21, 1992 in lieu of a Special Meeting of the Stockholders of FTT, all in accordance with the applicable laws of the State of Texas and the by-laws of FTT.

Article 8. The Plan of Merger is as follows:

8.1 The articles of incorporation of FTT, as in effect on the effective date of the Merger, shall continue in full force and effect as the articles of incorporation of FTT and shall not be changed or amended by the Merger.

8.2 FTT reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its articles of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors or stockholders herein are subject to this reservation.

8.3 The by-laws of FTT, as such by-laws exist on the effective date of the Merger, shall remain and be the by-laws of FTT until altered, amended or repealed, or until new by-laws shall be adopted in accordance with the provisions thereof, the articles of incorporation or in the manner permitted by the applicable provisions of law.

8.4 The directors of FTT as of the effective date of the Merger shall continue in office until the next Annual Meeting of the stockholders of FTT. The number of directors of FTT shall continue to be four, and shall be the following persons: Roberto Gonzalez Barrera, Manuel Rubio, Eduardo Livas and Roman Martinez.

The following officers of FTT immediately prior to the effective date of the Merger shall continue in office after

the effective date of the Merger and until the next Annual Meeting of the Board of Directors of FTT:

Eduardo Livas	President
David Lattanzio	Vice-President
David Lattanzio	Treasurer (Chief Financial Officer)
Duane H. Zobrist	Secretary
Randolph G. Muhlestein	Assistant Secretary

8.5 The issued and outstanding common stock (without par value) of Guerrero shall be cancelled without consideration. Upon the surrender of certificates representing shares of Guerrero stock by holders thereof, the shareholders' equity of Guerrero, as of the date of the Merger, shall be allocated among and added to the appropriate shareholders' equity accounts of FTT, determined in accordance with generally accepted accounting principles. Shares of FTT common stock (\$1.00 par value per share) outstanding at the date of this Merger shall not be converted or exchanged but shall remain outstanding as shares of common stock (\$1.00 par value per share) of the surviving corporation.

8.6 On the effective date and time of the Merger, the separate existence of Guerrero shall cease (except to the extent continued by statute), and all of its property, rights, privileges, franchises, obligations and liabilities of whatsoever nature and description shall be transferred to, vest in and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignments, assumptions or other like instruments, when deemed desirable by FTT to evidence such transfer, vesting, or devolution of any property, right, privilege, franchise, obligation or liability, shall at any time, or from time to time, be made and delivered in the name of Guerrero by the last acting officers thereof, or by the corresponding officers of FTT, as the surviving corporation.

8.7 The effective date and time of the Merger shall be the date and time when this Agreement and Plan of Merger is accepted for filing by the Secretary of State of Texas in accordance with the provisions of Article 5.04 of the Business Corporation Act of the State of Texas.

8.8 The officers of FTT and, to the extent required, the officer's of Guerrero, shall make all of the applicable filings required to be made under the laws of the State of Texas or the State of California in order to effectuate the Merger.

IN WITNESS WHEREOF the parties hereto have executed
this Agreement and Plan of Merger as of the 21st day of
October, 1992.

GUERRERO MEXICAN FOOD PRODUCTS, INC.

By David Lattanzio
David Lattanzio
Chief Financial Officer

FTT FOODS, INC.

By Randolph G. Muhlestein, Asst Sec.
~~Eduardo Livas~~ Randolph G. Muhlestein
~~President~~ Assistant Secretary

OFFICERS' CERTIFICATE

OF

FTT FOODS, INC.

We, David Lattanzio, Vice-President, and Randolph G. Muhlestein, Assistant Secretary, of FTT FOODS, INC., a corporation duly organized and existing under the laws of the State of Texas, do hereby certify:

1. That they are the Vice-President and the Assistant Secretary, respectively, of FTT FOODS, INC., a Texas corporation.

2. The total number of outstanding shares of each class of this corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total number of shares entitled to vote</u>
Common	6,000

3. That the principal terms of the agreement of merger in the form attached were approved by the shareholders of this corporation by a vote of the number of shares of each which equalled or exceeded the vote required by class to approve said agreement of merger.

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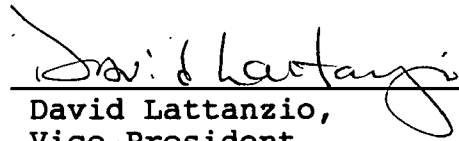
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4. That each class entitled to vote and the minimum percentage vote of each such class is as follows:

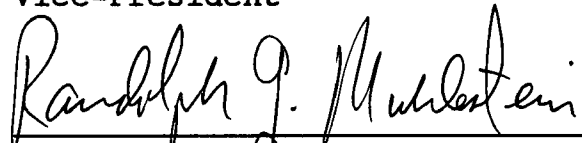
<u>Class</u>	<u>Minimum percentage vote required to approve the merger</u>
Common	More than 66%

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of our own knowledge.

Executed at Los Angeles, California, on October 21, 1992.



David Lattanzio,
Vice-President



Randolph G. Muhlestein,
Assistant Secretary

OFFICERS' CERTIFICATE
OF
GUERRERO MEXICAN FOOD PRODUCTS, INC.

We, David Lattanzio, Chief Financial Officer, and Randolph G. Muhlestein, Assistant Secretary, of GUERRERO MEXICAN FOOD PRODUCTS, INC., a corporation duly organized and existing under the laws of the State of California, do hereby certify:

1. That they are the Chief Financial Officer and the Assistant Secretary, respectively, of GUERRERO MEXICAN FOOD PRODUCTS, INC., a California corporation.

2. The total number of outstanding shares of each class of this corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total number of shares entitled to vote</u>
Common	2,000

3. That the principal terms of the agreement of merger in the form attached were approved by the shareholders of this corporation by a vote of the number of shares of each

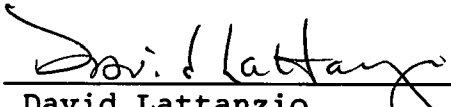
which equalled or exceeded the vote required by class to approve said agreement of merger.

4. That each class entitled to vote and the minimum percentage vote of each such class is as follows:

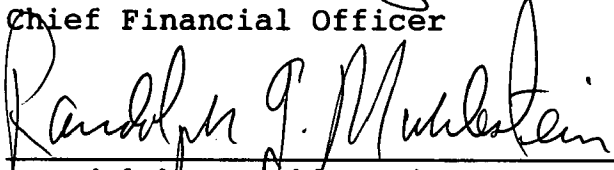
<u>Class</u>	<u>Minimum percentage vote required to approve the merger</u>
Common	100%

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing certificate are true and correct of our own knowledge.

Executed at Los Angeles, California, on October 21, 1992.



David Lattanzio
Chief Financial Officer



Randolph G. Muhlestein,
Assistant Secretary



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
P.O. BOX 942857
SACRAMENTO, CA 94257-0541

TAX CLEARANCE CERTIFICATE

December 11, 1992

EXPIRATION DATE: January 15, 1993

C T CORPORATION SYSTEM
KAY GATELL
818 W 7TH ST
LOS ANGELES CA 90017

ISSUED TO: GUERRERO MEXICAN FOOD PRODUCTS, INC.
Corporate Number 1214364 GM5FP

This is to certify that all taxes imposed under the Bank and Corporation Tax Law on this corporation have been paid or are secured by bond deposit or other security.

A copy of this Tax Clearance Certificate has been sent to the Office of the Secretary of State. This original Tax Clearance Certificate may be retained in the files of the corporation.

By the Expiration Date noted above, this corporation must have filed the documents required by the Secretary of State to dissolve, withdraw or merge. Requests for the appropriate documents must be directed to: Office of the Secretary of State at 1230 J Street, Sacramento, CA 95814. The telephone number is (916) 445-0620.

NOTE: If the required documents are not filed with the Secretary of State prior to the Expiration Date noted above, the corporation will remain subject to the filing requirements of the Bank and Corporation Tax Law.

FRANCHISE TAX BOARD

By J. Snyder
Special Audit Unit
Corporation Audit Section
Telephone (916) 369-4124

COPY

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RECORDED: 07/11/2023

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