

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM840064

<b>SUBMISSION TYPE:</b>	RESUBMISSION
<b>NATURE OF CONVEYANCE:</b>	ENTITY CONVERSION
<b>RESUBMIT DOCUMENT ID:</b>	900793787
<b>SEQUENCE:</b>	1

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fuji Food Products, Inc.		12/07/2010	Corporation: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	Fuji Food Products, Inc.
<b>Street Address:</b>	9550 Firestone Blvd, Suite 105
<b>City:</b>	Downey
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90241
<b>Entity Type:</b>	Corporation: CALIFORNIA

## PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
<b>Registration Number:</b>	4154644	A TREND TO HEALTHY EATING
<b>Registration Number:</b>	3793926	FUJISAN

## CORRESPONDENCE DATA

**Fax Number:** 56274523  
*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:** 562-745-2355  
**Email:** mtapanes@meruelogroup.com  
**Correspondent Name:** Mario A Tapanes  
**Address Line 1:** 9550 Firestone Blvd, Suite 105  
**Address Line 4:** Downey, CALIFORNIA 90241

<b>NAME OF SUBMITTER:</b>	Mario A Tapanes
<b>SIGNATURE:</b>	/Mario A Tapanes/
<b>DATE SIGNED:</b>	09/18/2023

## Total Attachments: 12

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF "FUJI FOOD PRODUCTS, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF DECEMBER, A.D. 2010, AT 10 O'CLOCK A.M.

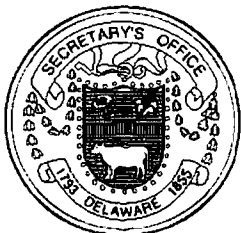
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

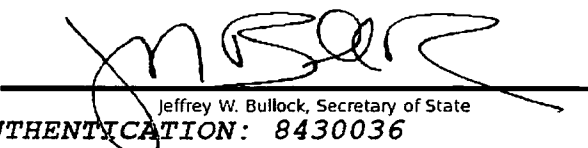
AND I DO HEREBY FURTHER CERTIFY THAT THE CORPORATION HAS FILED ALL DOCUMENTS AND PAID ALL FEES REQUIRED, AND THEREUPON THE CORPORATION SHALL CEASE TO EXIST AS A CORPORATION OF THE STATE OF DELAWARE.

4481817 0265C

101172764

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8430036

DATE: 12-15-10

TRADEMARK  
REEL: 008202 FRAME: 0828

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A DELAWARE CORPORATION  
TO A NON-DELAWARE ENTITY  
PURSUANT SECTION 266 OF THE  
GENERAL CORPORATION LAW**

1.) The name of the Corporation is FUJI FOOD PRODUCTS, INC.  
\_\_\_\_\_.

(If changed, the name under which it's certificate of incorporation was originally filed was \_\_\_\_\_.)

2.) The date of filing of its original certificate of incorporation with the Secretary of State is December 28, 2007.

3.) The jurisdiction to which the corporation shall convert to is California and the name under which the entity shall be known as is FUJI FOOD PRODUCTS, INC.

4.) The conversion has been approved in accordance with this section;

5.) The corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

6.) The address to which a copy of the process shall be mailed to by the Secretary of State is

14420 Bloomfield Avenue  
Santa Fe Springs, CA 90670

In Witness Whereof, the undersigned have executed this Certificate of Conversion on this 7th day of DECEMBER A.D. 2010.

By:   
Authorized Officer

Name: Joseph Marchica  
Print or Type Name and Title



# State of Delaware

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 898  
DOVER, DELAWARE 19903

101172764

9797368  
MARIO TAPANES  
9550 FIRESTONE BLVD.  
STE 105  
DOWNEY

CA 90241

12-15-2010

DESCRIPTION	AMOUNT
<i>FUJI FOOD PRODUCTS, INC.</i>	
<i>4481817 0265C Conversion; End Corp Exis</i>	
<i>Conversion Fee</i>	<i>165.00</i>
<i>Certification Fee</i>	<i>50.00</i>
<i>Data Entry Fee</i>	<i>5.00</i>
<i>Court Municipality Fee, Dover</i>	<i>20.00</i>
<i>Surcharge Assessment-Kent County</i>	<i>6.00</i>
<i>Page Assessment-Kent County</i>	<i>18.00</i>
<i>Expedite Fee, 24 Hour</i>	<i>100.00</i>
 <i>FILING TOTAL</i>	 <i>364.00</i>
 <i>TOTAL PAYMENTS</i>	 <i>364.00</i>
 <i>SERVICE REQUEST BALANCE</i>	 <i>.00</i>

**Plan of Conversion of  
Fuji Food Products, Inc.**

**July 31, 2010**

**Introduction**

This Plan of Conversion (the "Plan") provides for re-domiciling and converting Fuji Food Products, Inc., a Delaware corporation, (the "Delaware Corporation") into a California Corporation (the "California Corporation") that will succeed to all the rights and obligations of the Delaware Corporation. As part of the conversion, the shareholders of the Delaware Corporation shall receive California Corporation stock in place of the Delaware Corporation's stock.

**Procedure for Conversion**

The Conversion will be effected as set forth below or in any other manner that is consistent with the purposes of this Plan and applicable laws and regulations. Each of the steps set forth below shall be deemed to occur in such order as is necessary to consummate the conversion pursuant to the Plan, the intent of the Board of Directors of the Delaware Corporation and applicable laws and regulations. Approval of the Plan by the shareholders of the Delaware Corporation shall constitute approval of each of the transactions necessary to implement the Plan.

(1) The Delaware Corporation shall make timely application to the Delaware Secretary of State (including the filing of a Certificate of Conversion in the form set forth in Exhibit 1) and take all other actions required by the laws of the State of Delaware to convert the Delaware Corporation to a non-Delaware corporation.

(2) The Delaware Corporation shall make timely application to the California Secretary of State (including filing Articles of Incorporation with a Statement of Conversion in the form set forth as Exhibit 2) and take all other actions required by the laws of the State of California to convert the Delaware Corporation to a California Delaware Corporation.

(3) All assets, rights, interests, privileges, powers, and property (real, personal and mixed) of the Delaware Corporation shall be automatically transferred to and vested in the California Corporation by virtue of the conversion without any deed or other document of transfer.

(4) The California Corporation without any order or action on the part of any court or otherwise and without any documents of assumption or assignment, shall hold and enjoy all of assets, rights, interests, privileges, powers, and property (real, personal and mixed) of the Delaware Corporation. The California Corporation shall be responsible for all of the liabilities, obligations,

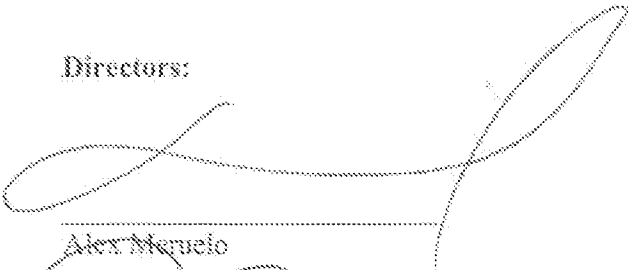
and duties of every kind and description of the Delaware Corporation immediately prior to the conversion, whether accrued, absolute, contingent or otherwise and whether or not reflected or reserved against on balance sheets, books or accounts or records of the Delaware Corporation.

(5) The California Corporation shall also be named Fuji Food Products, Inc., (provided that name is approved for use by the California Secretary of State) or any other name as the Board of Directors of the California Corporation may determine. The principal office of the California Corporation shall be located at 14420 Bloomfield Avenue, Santa Fe Springs, California, or such other location as the Board of Directors of the California Corporation may determine.

(6) The shareholders of the Delaware Corporation shall receive common shares of the California Corporation stock in place of the Delaware Corporation stock in a number to be determined by the Board of Directors of the California Corporation so that the holders of the common stock of the Delaware Corporation shall receive 0.411 common shares of the California corporation for each share of common stock of the Delaware corporation and the holders of the preferred stock of the Delaware Corporation will receive 1.446 shares of the common stock of the California entity for each share of preferred stock of the Delaware corporation. Before shares of stock in the California Corporation are issued the California Corporation shall comply with the Corporate Securities Law administered by the California Department Corporations.

This Plan of Conversion is approved on July 31, 2010.

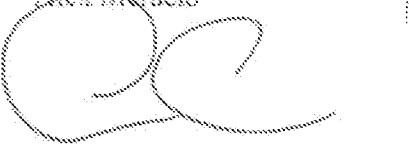
Directors:



Alex Meruelo



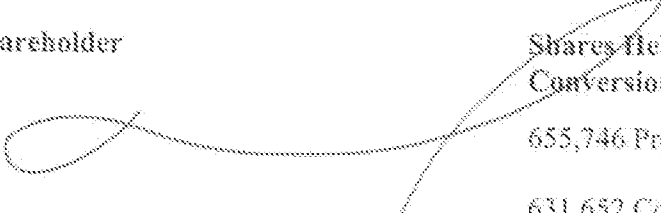


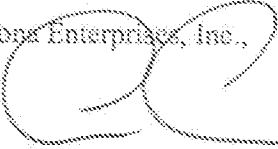
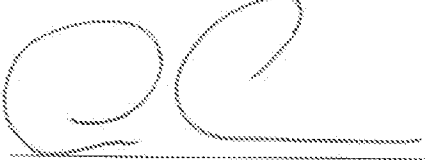
Joseph Marchica



Luis A. Armona

This Plan of Conversion is approved on July 31, 2010.


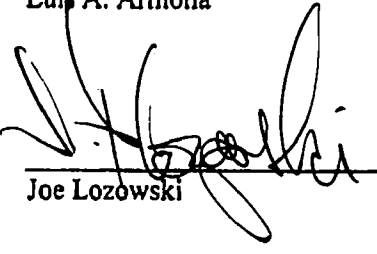
Shareholders:

Shareholder	Shares Held Pre-Conversion	Shares Held Post-Conversion
 ..... Alex Meruelo, Trustee of the Alex Meruelo Living Trust, dated August 6, 1996	655,746 Preferred  631,652 Common	1,207,868 Common
 ..... Joseph Marchica, Trustee of the Marchica Living Trust dated June 10, 2005	44,710 Preferred	64,643 Common
 ..... Mario A. Tapanes, Trustee of the Mario & Gretchen Tapanes Living Trust dated April 18, 2001	5,044 Preferred	7,293 Common
Merona Enterprises, Inc.,  ..... By Luis A. Armons, President	54,225 Preferred	78,400 Common
 ..... Luis A. Armons	56,746 Preferred	82,046 Common
..... Joe Lozowski	12,610 Preferred	18,232 Common



This Plan of Conversion is approved on July 31, 2010.


**Shareholders:**

<b>Shareholder</b>	<b>Shares Held Pre-Conversion</b>	<b>Shares Held Post-Conversion</b>
<hr/>	655,746 Preferred	1,207,868 Common
Alex Meruelo, Trustee of the Alex Meruelo Living Trust, dated August 6, 1996	631,652 Common	
 Joseph Marchica, Trustee of the Marchica Living Trust dated June 10, 2005	44,710 Preferred	64,643 Common
<hr/>	5,044 Preferred	7,293 Common
Mario A. Tapanes, Trustee of the Mario & Gretchen Tapanes Living Trust dated April 18, 2001		
Merona Enterprises, Inc.,		
By <hr/>	54,225 Preferred	78,400 Common
Luis A. Armona, President		
<hr/>	56,746 Preferred	82,046 Common
Luis A. Armona		
 Joe Lozowski	12,610 Preferred	18,232 Common

Shareholder

Shares Held Pre-  
Conversion

Shares Held Post-  
Conversion

  
Luis P. Carreras 2,523 Preferred 3,648 Common


  
Armando Delgado 2,523 Preferred 3,648 Common

EXHIBIT 1 TO PLAN OF CONVERSION

**STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM A DELAWARE CORPORATION  
TO A NON-DELAWARE ENTITY  
PURSUANT SECTION 266 OF THE  
GENERAL CORPORATION LAW**

1.) The name of the Corporation is FUJI FOOD PRODUCTS, INC.  
\_\_\_\_\_.

(If changed, the name under which it's certificate of incorporation was originally filed was \_\_\_\_\_.)

2.) The date of filing of its original certificate of incorporation with the Secretary of State is December 28, 2007.

3.) The jurisdiction to which the corporation shall convert to is California and the name under which the entity shall be known as is FUJI FOOD PRODUCTS, INC.

4.) The conversion has been approved in accordance with this section:

5.) The corporation may be served with process in the State of Delaware in any action, suit or proceeding for enforcement of any obligation of the corporation arising while it was a corporation of the State of Delaware, and that it irrevocably appoints the Secretary of State as its agent to accept service of process in any such action, suit or proceeding.

6.) The address to which a copy of the process shall be mailed to by the Secretary of State is

14420 Bloomfield Avenue  
Santa Fe Springs, CA 90670

In Witness Whereof, the undersigned have executed this Certificate of Conversion on this \_\_\_\_\_ day of \_\_\_\_\_, A.D. \_\_\_\_\_.

By: \_\_\_\_\_  
Authorized Officer

Name: Joseph Marchica  
Print or Type Name and Title

EXHIBIT 2 TO PLAN OF CONVERSION

**ARTICLES OF INCORPORATION  
WITH STATEMENT OF CONVERSION**

**ONE:** The name of this corporation is FUJI FOOD PRODUCTS, INC.

**TWO:** The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

**THREE:** The name and address in the State of California of this corporation's initial agent for service of process is Mario Tapanes, 9550 Firestone Blvd., Suite 105, Downey, California 90241.

**FOUR:** This corporation is authorized to issue only one class of shares of stock and the total number of shares which this corporation is authorized to issue is 10,000,000.

**FIVE:** The name of the converting entity is FUJI FOOD PRODUCTS, INC. It is a corporation formed in Delaware. The converting entity's California Secretary of State file number is C3064766. The foreign entity is authorized to effect the conversion by the laws under which it is formed, and it has approved a plan of conversion or other instrument to effect the conversion as required by the laws under which it is formed. The conversion has been approved by the number or percentage of applicable holders of interest of the foreign entity as is required by the laws under which it is formed.

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Joseph Marchica  
Incorporator

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

DEC 27 2010

**ARTICLES OF INCORPORATION  
WITH STATEMENT OF CONVERSION**

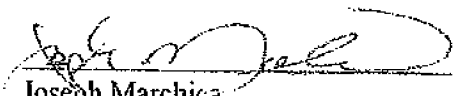
**ONE:** The name of this corporation is FUJI FOOD PRODUCTS, INC.

**TWO:** The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

**THREE:** The name and address in the State of California of this corporation's initial agent for service of process is Mario Tapanes, 9550 Firestone Blvd., Suite 105, Downey, California 90241.

**FOUR:** This corporation is authorized to issue only one class of shares of stock and the total number of shares which this corporation is authorized to issue is 10,000,000.

**FIVE:** The name of the converting entity is FUJI FOOD PRODUCTS, INC. It is a corporation formed in Delaware. The converting entity's California Secretary of State file number is C3064766. The foreign entity is authorized to effect the conversion by the laws under which it is formed, and it has approved a plan of conversion or other instrument to effect the conversion as required by the laws under which it is formed. The conversion has been approved by the number or percentage of applicable holders of interest of the foreign entity as is required by the laws under which it is formed.

  
Joseph Marchica  
President of Fuji Food Products, Inc.,  
and Incorporator

01011700

SECRET



I hereby certify that the foregoing transcript of \_\_\_\_\_ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 28 2010

Date: \_\_\_\_\_

*Debra Bowen*

DEBRA BOWEN, Secretary of State

TRADEMARK