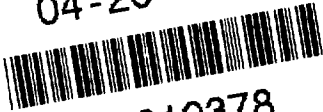


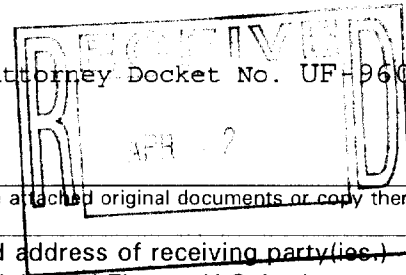
04-26-1999



101019378

Attorney Docket No. UF-9604

TRADEMARKS ONLY



Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

0120  
4.12.

1. Name of conveying party(ies)

Fantasy-Blankebaer Corporation

Additional name(s) of conveying parties attached?  Yes  No

2. Name and address of receiving party(ies)

Name: Universal Flavors-U.S.A., Incorporated

Internal Address:

Street Address: 5600 W. Raymond St.

City: Indianapolis State: IN ZIP: 46247-0913

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other \_\_\_\_\_

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General \_\_\_\_\_
- Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation, State Indiana
- Other \_\_\_\_\_

Execution Date: 8/23/95

If assignee is not domiciled in the United States, a domestic representative designation is attached  Yes  No  
(Designations must be separate document from Assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

**1,768,819**

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Alan E. Wagner

Internal Address: Whyte Hirschboeck Dudek S.C.

Street Address: 111 East Wisconsin Avenue

Suite 2100

City: Milwaukee State: WI ZIP: 53202

6. Total number of applications and registrations involved: 1

7. Total fee \$40.00

Enclosed

Authorized to be charged to Deposit Account

8. Deposit Account Number:

23-2053

**DO NOT USE THIS SPACE**

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Alan E. Wagner

Name of Person Signing

Alan E. Wagner  
Signature

April 5, 1999  
Date

04/26/1999 DNGUYEN 00000072 1768819

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( 40.00 OP )

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Total number of pages comprising cover sheet: 5

**TRADEMARK**  
**REEL: 1887 FRAME: 0775**

**ARTICLES OF MERGER**  
**OF**  
**FANTASY-BLANKEBAER CORPORATION**  
(A Foreign Subsidiary Corporation)  
**INTO**  
**UNIVERSAL FLAVORS - U.S.A., INCORPORATED**  
(An Indiana Parent Corporation)

The undersigned, Universal Flavors - U.S.A., Incorporated (hereinafter referred to as the "Surviving Corporation"), existing pursuant to the provisions of The Indiana Business Corporation Law, as amended (hereinafter referred to as the "Law") and desiring to give notice of corporate action effectuating the merger of Fantasy-BlankeBaer Corporation (hereinafter referred to as the "Merging Corporation"), a corporation organized pursuant to the laws of the State of Missouri, and the laws of the State under which said foreign subsidiary is organized permits such merger, ninety percent (90%) or more of the shares of each class whereof are owned by the Surviving Corporation, into the Surviving Corporation, and acting by its President or Vice President and its Secretary or Assistant Secretary, hereby certifies the following facts:

**SUBDIVISION A**  
**PLAN OF MERGER**

The Board of Directors of the Surviving Corporation, by resolution duly adopted, approved a Plan of Merger, the title, parties, terms conditions and signatures of which are as follows:

See Attached

**SUBDIVISION B**

**LEGAL REQUIREMENTS**

Section 1 - Ownership: The number of outstanding shares of each class of the Merging Corporation, and the number of such shares of each class owned by the Surviving Corporation are as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned by Surviving Corporation</u>
Common	5,463,654	5,463,654

Section 2 - Date of Mailing of Notice: No mailing was required since all of the shareholders of the subsidiary corporation waived the necessity of the mailing of a copy of the Plan of Merger to each of them. Therefore, pursuant to and in accordance to the waiver, no mailing was made to each of the shareholders of the subsidiary corporation.

Section 3 - Compliance with Legal Requirements: The manner of the adoption of the Plan of Merger, and the vote by which it was adopted, constitute full legal compliance with the provisions of the Law and the laws of the State of Missouri, and with the Articles of Incorporation and the By-Laws of the Merging Corporation and the Surviving Corporation.

**SUBDIVISION C**

**EFFECTIVE DATE**

The effective date of the Merger effectuated hereby is at the close of business on September 30, 1995.

IN WITNESS WHEREOF, the undersigned Surviving Corporation executes these Articles of Merger, its President or Vice President and its Secretary or Assistant Secretary acting for and in behalf of such corporation, and certifies to the truth of the

facts and acts herein recited. Dated this 23rd day of August, 1995.

UNIVERSAL FLAVORS - U.S.A.,  
INCORPORATED

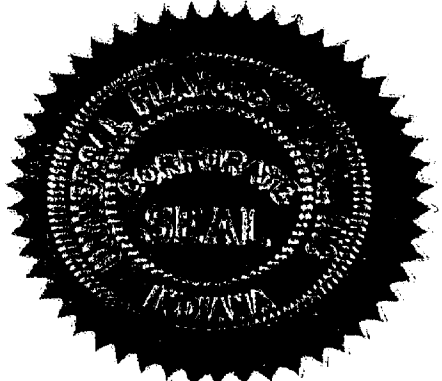
By: Stephen C. Raymonds  
(Written Signature)

Stephen C. Raymonds  
(Printed Signature)  
Vice President

Attest:

Darrell W. Foell  
(Written Signature)

Darrell W. Foell  
(Printed Signature)  
Assistant Secretary



(Corporate Seal)  
"Surviving Corporation"

STATE OF WISCONSIN )

)SS:

County of Milwaukee )

I, the undersigned, a Notary Public duly commissioned to take acknowledgements and administer oaths in the State of Wisconsin, certify that Stephen C. Raymonds, the Vice President and Darrell W. Foell, the Assistant Secretary of Universal Flavors - U.S.A., Incorporated, the officers executing the foregoing Articles of Merger, personally appeared before me; acknowledged the execution thereof for and in behalf of such Corporation; and swore to the truth of the facts therein stated.

WITNESS my hand and Notarial Seal this 23rd day of August, 1995.

Min E. Allen  
(Written Signature)

MIN E. ALLEN  
(Printed Signature)

Notary Public

My Commission expires:  
12/10/95

This instrument was prepared by Stephen C. Raymonds