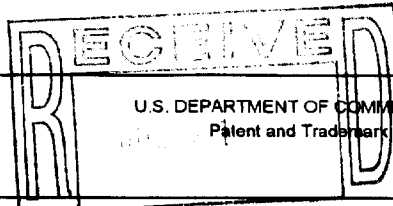


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SHEET



U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office



101104260

To the Honorable Commissioner :

the attached original documents or copy thereof.

1. Name of conveying party(ies):  
**Delray Farms, Inc.**

Name and address of receiving party(ies):

Name: **Delray Farms, L.L.C.**

Internal Address: \_\_\_\_\_

Street Address: **820 West Jackson Blvd. Suite 601**

City: **Chicago** State: **Illinois** Zip: **60607**

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

Corporation - State \_\_\_\_\_

Other **Limited Liability Company -- Delaware**

If assignee is not domiciled in the United States, a domestic representative designation is attached: **N/A**  Yes  No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? **N/A**  Yes  No

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation - **Delaware**
- Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

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

Execution Date: **December 24, 1997**

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

A. Trademark Application No.(s)

B. Trademark registration No.(s) **1,964,175**

Additional numbers attached?  Yes  No

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

Name: **Deborah A. Savarese, Esq.**

Internal Address: **Jones, Day, Reavis & Pogue**

Street Address: **2300 Trammell Crow Center**

**2001 Ross Avenue**

City: **Dallas** State: **Texas** Zip: **75201**

6. Total number of applications and registrations involved: \_\_\_\_\_

8

7. Total fee (37 CFR 3.41): \_\_\_\_\_ \$ **215.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

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.

*Deborah Savarese*

*Deborah Savarese*

*7/23/99*

Name of Person

Signing

Signature

Date

Total number of pages comprising cover sheet:

2

07/27/1999 MTHA11 00000024 1964175

01 FC:481 40.00 OP  
02 FC:482 175.00 OP

CONTINUATION OF ITEM 4

Trademark registration No.(s): 2,086,297  
1,964,284  
2,097,237  
2,097,008  
2,096,675  
2,108,637  
2,156,605

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"DELRAY FARMS, INC.", A DELAWARE CORPORATION, WITH AND INTO "DELRAY FARMS, L.L.C." UNDER THE NAME OF "DELRAY FARMS, L.L.C.", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FOURTH DAY OF DECEMBER, A.D. 1997, AT 11:30 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 8835727  
DATE: 12-24-97

**CERTIFICATE OF MERGER**  
of  
**DELRAY FARMS, INC. into DELRAY FARMS, L.L.C.**

Delray Farms, L.L.C., a limited liability company organized under the Delaware Limited Liability Company Act (the "Act"), for the purpose of merging with a Delaware corporation pursuant to Section 18-209 of the Act, hereby certifies that:

1. The name and jurisdiction of formation or organization of each of the entities which is to merge is:

<u>Name</u>	<u>Domestic Jurisdiction</u>
Delray Farms, L.L.C.	Delaware
Delray Farms, Inc.	Delaware

2. An Agreement of Merger has been approved and executed by each domestic limited liability company or other business entity which is to merge.

3. The name of the *surviving* domestic limited liability company is **Delray Farms, L.L.C.**

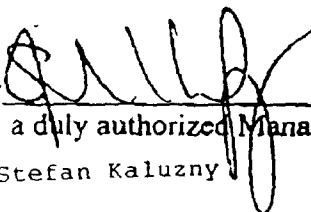
4. The merger shall become effective upon filing.

5. The Agreement of Merger is on file at the following place of business of the surviving domestic limited liability company: Delray Farms, L.L.C., 820 West Jackson Boulevard, Suite 600, Chicago, Illinois 60607.

6. A copy of the Agreement of Merger will be furnished by Delray Farms, L.L.C., on request and without cost, to any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of the 24th day of December, 1997, and is being filed in accordance with Section 18-209 of the Act by a duly authorized Manager of the surviving domestic limited liability company.

**Delray Farms, L.L.C.**

by   
a duly authorized Manager  
Stefan Kaluzny