



08-31-1999



08-23-1999

U.S. Patent & TMOfo/TM Mail Rcpt Dt. #11

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8/23/99

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year

07 27 99

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

07 24 99

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

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- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

08/31/1999 DNGUYEN 00000026 070900 75652832

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01 FC:481 40.00 CH
02 FC:482 50.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, DC 20231
REEL: 001950 FRAME: 0847

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

612-764-3258

Name

Dori Hummel

Address (line 1)

Number One General Mills Boulevard

Address (line 2)

Minneapolis Minnesota 55426

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

4

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

75/652,832

2,032,922

1,855,320

Number of Properties

Enter the total number of properties involved.

#

3

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

90.00

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

07-0900

Authorization to charge additional fees:

Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Doreen E. Hummel

Name of Person Signing

Doreen E. Hummel

Signature

8-18-99

Date Signed

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:

^{NR}
"FARMHOUSE FOODS COMPANY", A CALIFORNIA CORPORATION,
F5887-701-8
WITH AND INTO "GENERAL MILLS OPERATIONS, INC." UNDER THE NAME OF "GENERAL MILLS OPERATIONS, INC."; A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF MAY, A.D. 1999, AT 2 O'CLOCK P.M.

FILED

JUL 27 1999

JESSE WHITE
SECRETARY OF STATE



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9800066
DATE: 06-11-99
TRADEMARK
REEL: 001950 FRAME: 0849

**CERTIFICATE OF MERGER
OF
FARMHOUSE FOODS COMPANY
INTO
GENERAL MILLS OPERATIONS, INC.**

The undersigned corporation

DOES HEREBY CERTIFY:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

NAME	STATE OF INCORPORATION
Farmhouse Foods Company	California
General Mills Operations, Inc.	Delaware

SECOND: That an Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation of the merger is General Mills Operations, Inc., a Delaware corporation.

FOURTH: That there shall be no amendments or changes in the Certificate of Incorporation of General Mills Operations, Inc., the surviving corporation, as a result of this merger.

FIFTH: That the Certificate of Incorporation of General Mills Operations, Inc., a Delaware corporation which is surviving the merger, shall be the Certificate of Incorporation of the surviving corporation.

SIXTH: That the executed Agreement of Merger is on file at an office of the surviving corporation, the address of which is Number One General Mills Boulevard, Minneapolis, Minnesota, 55426.

SEVENTH: That a copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

EIGHTH: The authorized capital stock of each foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number of Shares	Issued Shares	Par value per share or statement that shares are without par value
Farmhouse Foods Company	Common	200,000	36,550	Without par value
Farmhouse Foods Company	Preference	50,000	-0-	Without par value

NINTH: That this Certificate of Merger shall be effective on May 27, 1999.

DATED: May 24, 1999.

GENERAL MILLS OPERATIONS, INC.

By Ivy S. Bernhardson
 Ivy S. Bernhardson
 Vice President

(Signature of Secretary or Assistant Secretary)
Beverly L. Rosenberg, Asst. Sec.
 (Type or Print Name and Title)

(Signature of President or Vice President)
Ivy S. Bernhardson, Vice President
 (Type or Print Name and Title)

(Rev. Jan. 1991)

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

Remit payment in check or money order, payable to "Secretary of State."

FILED

JUL 27 1999

**JESSE WHITE
SECRETARY OF STATE**

DO NOT SEND CASH

This space for use by Secretary of State

Date

Franchise Tax \$
Filing Fee \$
Penalty \$
Interest \$

Approved:

1. CORPORATE NAME: General Mills Operations, Inc.

2. STATE OR COUNTRY OF INCORPORATION: Delaware

3. Issued shares of each corporation party to the merger prior to the merger:

Corporation	Class	Series	Par Value	Number of Shares
General Mills Operations, Inc.	Common	None	\$.01	350
Farmhouse Foods Company.	Common	None	None	78,900

4. Paid-in Capital of each corporation party to the merger prior to the merger:

Corporation	Paid-in Capital
General Mills Operations, Inc.	\$ 517,578,679
	\$ 608,000
Farmhouse Foods Company	\$
	\$
	\$

5. Description of the merger. (Include effective date and a brief explanation of the conversion as stated in the plan of merger.)
Effective May 27, 1999, Farmhouse Foods Company, a California corporation, was merged into General Mills Operations, Inc., a Delaware corporation. As a result of the merger, all of the issued and outstanding shares of Farmhouse Foods Company were cancelled. No shares of the surviving corporation were issued as a result of the merger.

6. Issued shares after merger:

Class	Series	Par Value	Number of Shares
Common	None	\$.01	350

7. Paid-in Capital of the surviving or new corporation: \$ 518,186,679

("Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

ITEM 8 MUST BE SIGNED

8. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated June 3, 1999

General Mills Operations, Inc.
(Exact Name of Corporation)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

by [Signature]
(Signature of President or Vice President)

Beverly L. Rosenberg, Asst. Sec.
(Type or Print Name and Title)

Jw S. Bernhardson, Vice President
(Type or Print Name and Title)