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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

101166215

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

1. Name of conveying party(ies):
BIMBO BAKERIES OF CALIFORNIA, INC.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of Delaware
 Other

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

2. Name and address of receiving party(ies):
Name: **BIMAR FOODS DISTRIBUTION CORP.**

Internal Address: _____

Street Address: **7301 South Freeway**

City: **Fort Worth** State **Texas** ZIP: **76134**

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: **August 8, 1999**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of Delaware
 Other

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

4. Application number(s) or registration number(s):
A. Trademark Application No(s).

B. Trademark registration No(s).

 1,790,571
 1,838,218

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Russell N. Rippamonti**
Jenkins & Gilchrist, P.C.

Internal Address: _____

Street Address: **1445 Ross Avenue, Ste. 3200**

City: **Dallas** State: **Texas** Zip: **75202-2799**

6. Total number of applications and registrations involved: **2**

7. Total fee (37 CFR 3.41): \$ **65.00**

Enclosed
 Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: _____
 (Attach duplicate copy of this page if paying by deposit account)

10 08/1999 MTHA11 00000263 1790571
 01 FC:481 40.00 OP
 02 FG:482 25.00 OP

DO NOT USE THIS SPACE

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.

Russell N. Rippamonti
Name of Person Signing

Russell Rippamonti
Signature

Sept 20, 1999
Date

Total number of pages comprising cover sheet: 5

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:

"BIMBO BAKERIES OF CALIFORNIA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "BIMAR FOODS DISTRIBUTION CORP." UNDER THE NAME OF "BIMAR FOODS DISTRIBUTION CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF AUGUST, A.D. 1999, AT 3:10 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE EIGHTH DAY OF AUGUST, A.D. 1999.

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



2343611 8100M

991324009

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

9906510

DATE:

08-05-99

TRADEMARK
REEL: 001972 FRAME: 0222

**CERTIFICATE OF MERGER
OF**

BIMBO BAKERIES OF CALIFORNIA, INC.
(a Delaware corporation)

WITH AND INTO

BIMAR FOODS DISTRIBUTION CORP.
(a Delaware corporation)

I.

Pursuant to an Agreement and Plan of Merger (the "Agreement of Merger") between Bimbo Bakeries of California ("Bimbo"), and Bimar Foods Distribution Corp., a Delaware corporation ("Bimar"), Bimbo is to be merged with and into Bimar.

II.

As of the date of the approval of the Agreement of Merger, 1,000 shares of common stock, \$.01 par value per share, of Bimbo were outstanding and entitled to vote.

III.

Of the outstanding shares entitled to vote on the Agreement of Merger, all outstanding shares of common stock of Bimbo voted in favor of the Agreement of Merger.

IV.

As of the date of the approval of the Agreement of Merger, 5,000 shares of the 10,000 shares of authorized common stock, \$.01 par value per share, of Bimar were outstanding and entitled to vote.

V.

Of the outstanding shares entitled to vote on the Agreement of Merger, all outstanding shares of common stock of Bimar voted in favor of the Agreement of Merger.

VI.

The Agreement of Merger was duly authorized by all action required under the laws of the State of Delaware and by Bimbo's constituent documents.

VII.

The Agreement of Merger was duly authorized by all action required under the laws of the State of Delaware and by Bimar's constituent documents.

VIII.

The Agreement of Merger was duly approved, adopted, certified, executed and acknowledged by each of Bimbo and Bimar in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

IX.

Under the Agreement of Merger, Bimar shall be the surviving corporation (the "Surviving Corporation") of the merger of Bimbo with and into Bimar.

X.

The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Bimar.

XI.

An executed copy of the Agreement of Merger is on file at the principal place of business of the Surviving Corporation located at 7301 South Freeway, Fort Worth, Texas 76134.

XII.

An executed copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request without cost, to any shareholder of Bimbo or Bimar.

XIII.

This Certificate of Merger shall be effective as of 12:01 a.m. Central time on August 8, 1999.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the duly authorized officers of Bimar and Bimbo on this 2nd day of August, 1999.

BIMBO BAKERIES OF CALIFORNIA, INC.
a Delaware corporation

By: 

Juan Muldoon, President

ATTEST:

By: Paulette Jones
Paulette Jones, Secretary

BIMAR FOODS DISTRIBUTION CORP.
a Delaware corporation

By: Juan Muldoon
Juan Muldoon, President

ATTEST:

By: Paulette Jones
Paulette Jones, Secretary

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